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-16/2017

24th March, 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: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Notice of Postal Ballot

Dear Sir/ Madam,

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 Notice of Postal Ballot/E-voting dated 02nd March, 2017 along with Postal Ballot form 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

Dear Members,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws, rules and regulations, Ansal Housing and Construction Limited ("the Company") hereby seeks your approval by way of Special Resolution(s) through postal ballot/electronic voting ("e-voting") in respect of the following special businesses.

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: Payment of minimum remuneration to Mr. Deepak Ansal, Chairman and Managing Director of the Company in accordance with Schedule V of the Companies Act, 2013 in the event of inadequacy of profits or no profits.

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

"**RESOLVED THAT** pursuant to Section 196, 197 read with Section II of Part II of Schedule V of Companies Act, 2013 (as amended from time to time) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment/ modification thereof) and subject to such other approval(s), consent(s) and permission(s), as may be required and subject to such conditions as may be imposed by any authority while granting such approval(s), consent(s) or permission(s) and as may be agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the consent of the members of the Company be and is hereby accorded to pay minimum remuneration in accordance with Section II of Part II of Schedule V of Companies Act, 2013 to Mr. Deepak Ansal (DIN: 00047971), Chairman & Managing Director of the Company during the period commencing from 1st April, 2016 till expiry of his term as the Chairman & Managing Director i.e. 31st March, 2018, in the event of inadequacy or absence of profits during these financial years.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter or vary the terms of remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is in accordance with the subsisting provisions of the Companies Act, 2013 and rules framed thereunder.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this Resolution."

ITEM NO. 2: Payment of remuneration to Mr. Kushagr Ansal, Whole Time Director of the Company in accordance with Schedule V of the Companies Act, 2013 in the event of inadequacy of profits or no profits.

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

"RESOLVED THAT in furtherance of the earlier resolutions passed by the members for re-appointment of Mr. Kushagr Ansal (DIN: 01216563) as Whole Time Director of the Company and fixing terms of his remuneration and pursuant to Section 196, 197 read with Section II of Part II of Schedule V of Companies Act, 2013 (as amended from time to time) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment/ modification thereof) and subject to such other approval(s), consent(s) and permission(s), as may be required and subject to such conditions as may be imposed by any authority while granting such approval(s), consent(s) or permission(s) and as may be agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the consent of the members of the Company be and is hereby accorded to pay remuneration in accordance with Section II of Part II of Schedule V of Companies Act, 2013 to Mr. Kushagr Ansal, Whole Time Director of the Company for the 3 financial years commencing from 1stApril, 2016 till 31st March, 2019 in the event of inadequacy or absence of profits during these financial years.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter or vary the terms of remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is in accordance with the subsisting provisions of the Companies Act, 2013 and rules framed thereunder.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this Resolution."

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

Sd/-
Place : New Delhi — S.N. Grover
Date : 2nd March, 2017 — Addl. V.P. & Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and the reasons for the proposed resolutions is annexed.
2. The Postal Ballot Notice is being sent to all the members, 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 the close of business hours on Friday, 03rd March, 2017. Accordingly the members, whose names appear on the Register of members/ List of Beneficial Owners as received from NSDL and CDSL as on Friday, 03rd March, 2017 will be considered for the purpose of voting. A Member having no voting rights should treat this Notice as an intimation only.
3. Voting rights of the Members shall be in proportion to their shares in the total paid-up capital of the Company as on Friday, 03rd March, 2017.
4. The Members can opt for only one mode of voting, i.e. either by physical ballot or through e-voting. In case they cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Mr. Swapan Kumar Naskar of Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company at swapann@linkintime.co.in. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
6. The Board of Directors in its meeting held on Thursday, 02nd March, 2017 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.
7. A Member cannot exercise his vote by proxy on postal ballot. However, corporate members shall be entitled to vote through their authorized representatives with a proof of their authorization.
8. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed Business Reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the Company's website www.ansals.com.
9. The Postal Ballot Form, duly completed and signed by the Member should be returned in enclosed self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours (17.00 hrs) on Wednesday, 26th April, 2017. Any Postal Ballot Form received after the said date shall be treated as if the reply from the member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.
10. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered office of the Company without any fee during office hours on all working days from the date of dispatch of notice upto the date of declaration of results of postal ballot/e-voting.
11. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company

is pleased to provide e-voting facility to all the members of the Company to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL)for the purpose of providing e-voting facility to all its Members.

The Instructions for members for e-voting are as under:

A. In case of members receiving the Postal Ballot Form by e-mail

(i) The voting period begins on Tuesday, 28th March, 2017 at 09.00 A.M. and ends on Wednesday, 26th April, 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, 03rd March, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

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

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

(vi) 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.

(vii) 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 Form 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 (iv).

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

(ix) 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.

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

(xi) Click on the EVSN (Electronic Voting Sequence Number) for the relevant "Ansal Housing & Construction Limited" on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

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

(xvii) 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.

(xviii) Individual Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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 votes.
   - 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.

B. In case of members receiving the Postal Ballot Form by Post:

(i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow the steps from Sl. no. (ii) to Sl. no. (xix) above, to cast your vote.

C. 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.comor 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.

12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. Resolutions passed by the members through Postal Ballot/e-voting are deemed to have been passed as if the same have been passed at a General Meeting of the members.
14. Upon completion of scrutiny of the Forms, the Scrutinizer will submit his report. The results of the Postal Ballot would be announced by the Chairman or any other Director/Officer authorized by him on Friday, 28th April, 2017 on or before 05:00 P.M. at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Wednesday, 26th April, 2017 being the last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting.
15. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, hosted at the Company's website i.e. www.ansals.com. The results will also be intimated to the Stock Exchanges where the Company's shares are listed.
16. The term 'members' has been used to denote Shareholders of Ansal Housing & Construction Limited.

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

Item No. 01

The shareholders of the Company at their 28thAnnual General Meeting held on 26th September, 2012 had re-appointed Mr. Deepak Ansal as the Chairman & Managing Director of the Company for a period of 5 years w.e.f. 1stApril, 2013 with term valid up to 31stMarch, 2018. Further, in their 31stAnnual General Meeting held on 30th September, 2015, the shareholders of the Company had approved the following remuneration of Mr. Deepak Ansal, Chairman & Managing Director for the period 1st April, 2015 to 31st March, 2018 with their consent that the remuneration approved by them shall be paid as the minimum remuneration to Mr. Deepak Ansal in case

of inadequacy or no profits in any financial year during his tenure as the Chairman & Managing Director subject to compliance with Schedule V of the Companies Act, 2013 and necessary approvals, if any:

1. Basic Salary
   Basic Salary of Rs. 20,00,000/- (Rupees Twenty Lacs only) per month with effect from 1st April, 2015 in the grade of Rs. 15,00,000-2,50,000-20,00,000-3,00,000-26,00,000-4,00,000-30,00,000.
2. Commission on Net Profits
   Upto 2% of the net profits of the Company for each financial year as computed under provisions of Section 198 of the Companies Act, 2013.
3. Perquisites
   In addition to the above, he was also entitled to the perquisites like residential furnished accommodation, gas/electricity/water & furnishings, medical reimbursement, LTC, Club Facility, Personal Accident Policy and other perquisites as per the Company Policy.

The Ministry of Corporate Affairs vide its Notification No. S.O. 2922(E) dated 12th September, 2016 has amended the provisions of Schedule V to the Companies Act, 2013 by substituting Section II in part II by new Section II specifying the revised limits of remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits during any financial year subject to the approval of the shareholders. As per revised Schedule V, based on the effective capital of the Company as on 31st March, 2016, a maximum remuneration of Rs. 2.40 crores is permissible in addition to contribution to Provident/ Superannuation/Annuity Fund, Gratuity and Leave Encashment. Hence, it is proposed to obtain theshareholders approval for payment of minimum remuneration as mentioned hereunder, to Mr. Deepak Ansal, Chairman & Managing Director from 1stApril, 2016 till the expiry of his term as the Chairman & Managing Director i.e. 31st March, 2018 in such manner as may be determined by the Board of Directors of the Company.

The remuneration as set out below was approved by the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 2nd March, 2017.

Except Mr. Deepak Ansal, Chairman & Managing Director, Mr. Kushagr Ansal, Whole Time Director and their relatives, 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.

The Board recommends the resolution as set out at Item No. 1 of the Notice for your approval.

Proposed Remuneration:
Remuneration as per the limits permissible under Section II of Part II of Schedule V of the Companies Act, 2013.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as per "Annexure-A" attached to the notice forming part of this explanatory statement.

Item No. 02
Mr. Kushagr Ansal was re-appointed by the shareholders in their 32nd Annual General Meeting held on 26th September, 2016 as the WholeTime Director of the Company for a period of 5 years w.e.f. 1st October, 2016 with term valid upto 30th September, 2021 in accordance with sections 197, 198 and other applicable provisions of the Companies Act, 2013 at following salary, perquisite and commission with their consent that the remuneration approved by them shall be paid as the minimum remuneration to Mr. Kushagr Ansal in case of inadequacy or no profits in any financial year during his tenure as the Whole Time Director subject to compliance with Schedule V of the Companies Act, 2013:

1. Basic Salary
   Basic Salary of Rs. 6,00,000/- (Rupees Six Lacs only) per month in the grade of Rs. 6,00,000-1,00,000-8,00,000-1,50,000-11,00,000.
2. Commission on Net Profits
   Upto 1% of the net profits of the Company for each financial year as computed under provisions of Section 198 of the Companies Act, 2013.
3. Perquisites
   In addition to the above, he was also entitled to the perquisites like residential furnished accommodation, gas/electricity/water & furnishings, medical reimbursement, LTC, Club Facility, Personal Accident Policy and other perquisites as per the Company Policy.

The Ministry of Corporate Affairs vide its Notification No. S.O. 2922(E) dated 12th September, 2016 has amended the provisions of Schedule V to the Companies Act, 2013 by substituting Section II in part II by new Section II specifying the revised limits of remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits during any financial year subject to approval of the shareholders. As per revised Schedule V, based on the effective capital of the Company as on 31st March, 2016, a maximum remuneration of Rs. 2.40 crores is permissible in addition to contribution to Provident/ Superannuation/Annuity Fund, Gratuity and Leave Encashment. Hence, it is proposed to obtain the shareholders approval for payment of remuneration as mentioned hereunder, to Mr. Kushagr Ansal, Whole Time Director for 3 years from 1st April, 2016 till 31st March, 2019 in such manner as may be determined by the Board of Directors of the Company.

The remuneration as set out below was approved by the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 2nd March, 2017.

Except Mr. Deepak Ansal, Chairman & Managing Director, Mr. Kushagr Ansal, Whole Time Director and their relatives, 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.

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

Proposed Remuneration:
Remuneration as per the limits permissible under Section II of Part II of Schedule V of the Companies Act, 2013.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as per "Annexure-A" attached to the notice forming part of this explanatory statement.

"ANNEXURE-A"

I. GENERAL INFORMATION

1.	Nature of Industry	Real Estate Development & Construction
2.	Date or expected date of Commencement of Commercial Production	Not applicable since the Company is an existing company involved in the businesses of Real Estate Development & Construction.
3.	In case of new companies, expected date of commencementof activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
4.	Financial performance based on given indicators	(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Total Revenue	46,708.85	78,771.10	61,900.63
Profit Before Tax	2,275.48	4,867.10	6,133.29
Profit After Tax	1,500.22	3,050.96	3,901.89

5.	Foreign investments or Collaborators, if any	The Company does not have any foreign investment or collaboration except the direct investment of Rs. 491.67 lakhs in one overseas subsidiary viz. Housing & Construction Lanka Private Limited, Srilanka.

II. INFORMATION ABOUT THE MANAGERIAL PERSONNEL WHOSE REMUNERATION IS PROPOSED TO BE FIXED

1. Background details

Mr. Deepak Ansal, Chairman & Managing Director	**Mr. Kushagr Ansal, Whole Time Director**
Mr. Deepak Ansal, aged about 64 years joined the Board of Directors of the Company on 1st April, 1990. He is the Chairman and Managing Director of Ansal Housing & Construction Ltd. He is a qualified Civil Engineer and a successful Industrialist with proven success in construction. He has around 39 years of experience in real estate development and construction. As the Chairman & Managing Director of the Company, he is responsible for overall planning, implementation, execution and control of all the business activities of the Company.	Mr. Kushagr Ansal, aged about 37 years joined the Board of Directors of the Company on 26th August, 2006. He is an MBA with specialization in Finance from Bentley College, Waltham, USA and a B. Com (Hons) from Shri Ram College of Commerce, New Delhi. He has experience in System Management in addition to exceptional skills in Finance & Marketing. He has been at the helm of affairs of the Company for over a decade. The Company had executed large number of Commercial, Residential and Estate Development Projects under his guidance.

2. Past remuneration

Financial Year	Mr. Deepak Ansal	Mr. Kushagr Ansal
2013-2014	₹3,25,86,044	₹1,82,31,308
2014-2015	₹3,55,49,317	₹1,85,85,196
2015-2016	₹1,34,57,032	₹1,34,57,032

3. Recognition or awards

Mr. Deepak Ansal, Chairman & Managing Director	Mr. Kushagr Ansal, Whole-Time Director
Awards in recognition of his achievements have come naturally to Mr. Deepak Ansal. He was honoured with Life Time Achievement Award by Haryana IT, Telecom, Enabled Industries Confederation (HITEC) on 28th June, 2014. On 6thJune, 2014, he was honoured by Think Media Inc. towards Urban Development and Real Estate Industry of India. He has been conferred the Leader of the Year Award 2013 in a grand ceremony held on 28th September, 2013 by Indian Realty Awards. Along with abovementioned awards, he was felicitated with many more such as Vijay Ratna Award in 1992, Vikas Jyoti Award in 1995, Bharat Udyog Award in 1995, India Forward Award in 1996, Giani Zail Singh Sadbhawana Award in 1997 and Amity Sectoral Excellence in Real Estate First Ever Living Awards for the year 2006.	Mr. Kushagr Ansal has won many awards for himself and the Company. Mr. Kushagr Ansal was presented "Times of India Young Achievers Award" in the field of Real Estate by Shri Alok Sinha (IAS), Commissioner Meerut Zone on 27th May, 2016. He was honoured with "The Jewels of West UP" by the Hon'ble Governor of UP Mr. Ram Naik on 27th December, 2014 in a felicitation ceremony organized by the Times of India and Navbharat Times for his valuable contribution by his sheer commitment. Under his leadership, the Company has received many awards in recognition of its innovative practices including "Best Residential Developer Award" on 31st August, 2012 in the category of Best Developer, "Indian Realty Award" by India International Property Awards (IIPA) on 24th September, 2015 and "The BrandIcon 2017" by Times of India for excellence in the field of Real Estate.

4. Job profile and suitability

Mr. Deepak Ansal, Chairman & Managing Director	Mr. Kushagr Ansal, Whole-Time Director
Mr. Deepak Ansal has been responsible for the helm of affairs of Ansal Housing & Construction Ltd. as its Managing Director since 1990. He has been the Chairman & Managing Director of Ansal Housing & Construction Ltd. since August, 2001. As the Chairman and Managing Director of the Company, he is responsible for overall planning, implementation, execution and control of all the business activities of the Company. Under Mr. Deepak Ansal's enlightened stewardship and able guidance, the Company has grown from strength to strength and at present has around 30 major residential and commercial projects under execution in various parts of the country. In order to achieve long term interest of all the stakeholders, including the Company's members and employees, it is necessary to retain proven high caliber management team like Mr. Deepak Ansal. This requires that the Company's leadership and talent base are appropriately remunerated, notwithstanding cyclical phases which is particularly important when the Company has ongoing significant growth strategies under execution.	Mr. Kushagr Ansal has been designated as the Whole Time Director of the Company since October, 2006. He is associated with the Company for last more than 15 years in different roles and as the Whole Time Director for last more than 10 years. During his tenure as the Whole Time Director, he has been looking after all the responsibilities of Strategic Planning, Land Procurement, Business Development, Sales and Marketing and Finance & Accounting etc. Mr. Kushagr Ansal had displayed exceptional skills, devotion and sincerity in carrying out the responsibilities assigned to him by the Company from time to time over last 15 years and has been a great source of strength and inspiration to his team members as they successfully choose newer targets. The Company has achieved several new heights in terms of number of projects, turnover and profitability etc. under his stewardship. Considering his contribution, it is proposed to appropriately compensate and remunerate him as per the limits permitted by Schedule V of the Companies Act, 2013.

5. Remuneration proposed
As per the details given in the Item No. 01 & 02 of the statement annexed to the Notice, the Company intends to pay the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as remuneration to Mr. Deepak Ansal and Mr. Kushagr Ansal and hence it is proposed to pass the special resolutions in this regard.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person
Having regard to the type of industry, the trend in the industry, the size of the Company, the growth of the Company, the profiles of the Chairman & Managing Director and Whole Time Director, their respective contribution and merits and responsibilities, the remuneration proposed is at par with the remuneration being paid to the similar positions in real estate sector and has been considered by the Nomination & Remuneration Committee of the Company at its meeting held on 2nd March, 2017.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any
Apart from receiving remuneration as stated above Mr. Deepak Ansal and Mr. Kushagr Ansal have other pecuniary relationships with the Company on account of dividend, rent and interest payments etc. which are reported in each year's annual report of the Company. As on the date of this notice, Mr. Deepak Ansal holds 66,72,870 equity shares in his individual capacity and 3,20,700 equity shares on behalf of Deepak Ansal HUF and Mr. Kushagr Ansal holds 30,61,368 equity shares. Mr. Deepak Ansal, Chairman & Managing Director is the father of Mr. Kushagr Ansal, Whole Time Director.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits
There had been a general recession in the real estate market since financial year 2014-15 which has badly impacted the performance of the most of companies engaged in the business of real estate including Ansal Housing & Construction Limited during the financial year 2014-15 to 2016-17 and as a result thereof there has been a substantial downfall in the turnover and profits of the Company. Further, the demonetization of currency notes implemented by the Government during the month of November, 2016 has adversely affected the business of the Company. In this changed economic scenario post demonetization, customers/ investors have deferred purchase of houses/shops etc. Even those who had booked houses/units are delaying payment of instalments in substantial increase in outstanding from customers beside lower sales volume in all projects. Considering the present market sentiments/ scenario the recession in the real estate market is likely to prolong for some more time.

2. Steps taken or proposed to be taken for improvement
The Company has been making necessary efforts to improve its performance and has been aggressively pursuing and implementing its strategies, including launch of new projects under affordable housing schemes of the Central/State Governments and cost reduction initiatives though the results of these initiatives are likely to be felt in the coming years. Our emphasis on affordable housing shall ensure that our projects do relatively better as we enjoy utmost trust and confidence of customers. We are confident that we will continue to witness reasonable demand in future in tier II and III cities. Further, we anticipate that demonetization along with full implementation of the Real Estate (Regulation & Development) Act, 2016 (RERA) will also bring in greater deal of transparency in the real estate sector, which will boost the confidence of consumers and that in turn would help the sector grow at a reasonable pace.

3. Expected increase in productivity and profits in measurable terms:
It is expected that in the near future, with the betterment in Real Estate Sector in which the Company operates, the Company shall achieve desired growth and earn handsome profits, keeping in view the profiles of the projects of the Company. However, it is difficult to predict the exact increase in revenue and profit of the Company for future since it depends on many factors, internal and external to 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 : 2nd March, 2017

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 Postal Ballot Notice dated 02nd March, 2017 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 Postal Ballot Notice dated 02nd March, 2017	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Payment of Minimum Remuneration to Mr. Deepak Ansal, Chairman and Managing Director of the Company in accordance with Schedule V of the Companies Act, 2013 in the event of inadequacy of profits or no profits.			
2.	Payment of Remuneration to Mr. Kushagr Ansal, Whole-Time Director of the Company in accordance with Schedule V of the Companies Act, 2013 in the event of inadequacy of profits or no profits.			

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 02nd March, 2017, 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.)

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 enclosed self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, 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 not later than the close of working hours (17:00 hrs.) on Wednesday, 26th April, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

iv. The votes should be casted either in favour or against the resolution by putting the tick [√] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [√] mark in both the columns will render the form invalid.

v. 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.

vi. 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).

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

viii. 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 Friday, 03rd March, 2017 ("Cut-off date").

ix. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

x. 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.

xi. 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 02nd March, 2017.

xii. 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.

xiii. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than date and time specified in Point No. (iii) above.