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 NOTICE

Notice is hereby given to the Members (Shareholders) of the Company pursuant to section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 35B of the Listing Agreement to pass the proposed resolution as Special Resolution, with or without modification, as set out below by means of Postal Ballot (including remote e-voting).

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

SPECIAL BUSINESS

ACCEPTANCE OF DEPOSITS FROM MEMBERS AND PUBLIC UNDER SECTION 73 AND 76 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 provisions of Sections 73 and 76 of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof) read with the Companies (Acceptance of Deposits) Rules, 2014 and subsequent amendment(s) thereof and any other applicable provisions of the Act and rules made there under and Memorandum and Articles of Association of the Company and subject to such conditions, approvals and permissions as may be necessary under the Act or otherwise, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" and shall be deemed to include any Committee thereof for the time being exercising the powers conferred on it by this resolution or such officer/s of the Company, which the Board may constitute/depute to exercise its powers) to invite, accept or renew secured or unsecured deposits or receive money by way of loan or in any other form, from public and/or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms & conditions as the Board of Directors of the Company in their discretion may deem fit and necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters and take steps as may be necessary, proper or expedient 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 : 18.07.2015 **Addl. V.P. & Company Secretary**

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 17th July, 2015 i.e. the cut off date. 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 Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are 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 27th May, 2015 has appointed Mr. Anjani Kumar, Practising Company Secretary, 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 17th July, 2015 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 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 17th July, 2015.
8. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Clause 35B of the Listing Agreement, 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 annexed to this Notice.
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 Monday, the 24th August, 2015. 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, at 4.00 P.M. on 26th August, 2015 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 24thAugust, 2015.
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 Friday, the 24th July, 2015 at 9.00 A.M. and ends on Monday, the 24th August, 2015. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted through remote 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,

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 to be also 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".

(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 become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th July, 2015 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. (ii) to sl. no. (xx) above to cast vote.

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

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

The Members of the Company in their 30th Annual General Meeting held on 25th September, 2014 had authorized the Board of Directors of the Company to invite/renew and accept deposits from its Members and/or Public pursuant to the provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Consequent to the above said approval of the Members, the Company had issued on 1st November, 2014 an advertisement inviting deposits from the Members/ Public which is valid till 30th September, 2015.

In compliance of the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, the approval of the Members (Shareholders) by way of Special Resolution is being sought for inviting and accepting/renewal of secured or unsecured fixed deposits beyond 30th September, 2015.

The Board of Directors of the Company has approved this item in the Board meeting held on 27th May, 2015 and recommends the resolution as set out in the Postal Ballot Notice for approval of Members (Shareholders) of the Company as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice except to the extent of any fixed deposit that may be placed with the Company in future by them or their relatives etc.

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 : 18.07.2015

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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)

Serial No.

1. Name and Address of the Member :

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 resolution to be passed in respect of the business as stated in the Notice dated 18th July, 2015 by conveying my/our assent or dissent to the said resolution 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 18th July, 2015	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval to the Board of Directors of the Company to invite, accept or renew unsecured / secured deposits or receive money by way of loan or in any other form from public and/or members of the Company under the provisions of sections 73 & 76 of the Companies Act, 2013.			

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 18th July, 2015, 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 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 24th August, 2015 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 envelope 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 17th July, 2015.

(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 18th July, 2015.

(x) This Postal 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.