

Annexure -B**PROCEEDING OF THE 49th ANNUAL GENERAL MEETING OF THE COMPANY**

The 49th Annual General Meeting of Ansal Properties & Infrastructure Limited {"the Company"} was held on Friday, the 30th day of September, 2016 commenced at 11.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhishm Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi- 110003. Shri Sushil Ansal, Chaired the meeting. All the directors except Dr. Lalit Bhasin and Dr. R.C Vaish, Independent Directors were present in the meeting. The requisite quorum was present, therefore, the Chairman declared the Annual General Meeting {in short, "AGM" or "meeting"} open. The Chairman welcomed all Directors present on the dias.

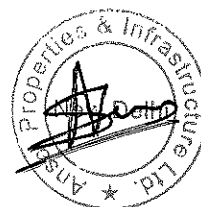
The Chairman informed the members present in the meeting that the Register of Directors, Key Managerial Personnel {in short, KMP} and their Shareholding and the Register of Contracts/Arrangements in which Directors were interested pursuant to the provisions of Sections 170, 171 and 189 of the Companies Act, 2013 and the Rules framed there under and other documents {including Auditors and Secretarial Audit Reports} as mentioned in the Notice were kept open for inspection at the meeting and remained open and accessible to any person attending the meeting.

The Chairman addressed the members present through his speech and among others, appraised them of the overall progress made by the Company without any adverse effect during the Financial Year 2015-16 and the 1st Quarter ended on the 30th June, 2016 of the Financial Year 2016-17.

The Chairman informed the members present in the meeting that in compliance with the provisions of Section 108 of the Companies Act, 2013 {"Act"} and other applicable provisions of the Act, read with Rule 20 of the Companies {Management and Administration} Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to all the members to enable them to vote on all the resolutions/items proposed in the Notice, and also provided physical ballot forms to those members who had attended the meeting and not voted through remote e-voting facility.

At the request of the Chairman, Shri Abdul Sami, Company Secretary introduced Shri Chetan Gupta, practicing Company Secretary & partner at M/s APAC and Associates LLP, Company Secretaries, who was Secretarial Auditor of the Company for the Financial Year 2015-16 and also appointed as the Scrutinizer for conducting the remote e-voting and ballot process in a fair and transparent manner, was also present at the meeting.

The Chairman also informed the members present that pursuant to remote e-voting facility provided by the Company certain members had exercised their votes during e-voting period i.e. Monday, the 26th September, 2016 (9.00 A.M) to Thursday, the 29th September, 2016 (5.00 P.M).



Thereafter, the Chairman read the following Agenda items and explained the objectives and implications in relation thereto except the businesses in respect of item Nos. 2 and 3 for which he vacated the Chair being interested and Shri D.N Davar, an Independent Director, who was not interested in the said items, took the chair with the unanimous consent of the members present and explained the objectives and implications of the said items.

Ordinary Business:-

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the Financial Year ended on the 31st March, 2016 and the reports of the Board of Directors (the Board) and Auditor's thereon.
2. Appointment of Shri Sushil Ansal {DIN: 00002007} as a Director, liable to retire by rotation.
3. Appointment of Shri Pranav Ansal {DIN: 00017804} as a Director, liable to retire by rotation.
4. Appointment of Shri Anil Kumar {DIN: 00002126} as a Director, liable to retire by rotation.
5. Ratification of appointment of M/s. S. S. Kothari Mehta & Company, Chartered Accountants.

Special Business:-

6. Ratification and confirmation of remuneration of M/s J.D & Associates, the Cost Auditors of the Company for the financial year ending 31st March, 2017.
7. Approval of the terms of the Loan Agreement of Rs. 50 crores executed between Company and IL&FS Financial Services Limited with an option of its conversion into equity shares of the Company.

Queries/ clarifications were then invited from the members on each item of the Agenda and on receipt of no such queries/clarifications the meeting proceeded ahead.

Shri Chetan Gupta, the Scrutinizer, then showed empty Ballot box to the members present and also locked and sealed the Ballot box in their presence.

The members present then deliberated and casted their votes by filling their physical Ballot form and dropping the same in the Ballot box. After obtaining confirmation from the members present in the meeting and the Scrutinizer, that all such members had exercised their vote, the Chairman declared the Ballot process as complete and the Scrutinizer took the Ballot box in the safe custody.

The Scrutinizer report was received and all the resolutions set out in the Notice of the AGM were approved by the Members and declared as passed.



Annexure - 'C'

APAC & ASSOCIATES LLP
COMPANY SECRETARIES

Reference No.: 06/NA/2016-17

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

M/s Ansal Properties & Infrastructure Limited

115, Ansal Bhawan, 16, K G Marg,

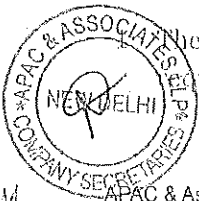
New Delhi-110001

Sub: Report on voting through electronic means carried out during 26th September, 2016 (9:00 A.M.) to 29th September, 2016 (5:00 P.M.) and Poll conducted at the Forty Ninth Annual General Meeting of the Company held on Friday, 30th September, 2016 at 11:00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Bhism Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi-110003.

Dear Sir,

We, APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), appointed as Scrutinizer:

- (i) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) for the purpose of the poll taken on the below mentioned resolution(s), at the 49th Annual General Meeting of the Equity Shareholders of M/s Ansal Properties & Infrastructure Limited held on Friday, 30th September, 2016 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhism Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi-110003, submit our report as under:



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through

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APAC & Associates (a partnership firm with Registration No. P2011DE025300), w.e.f. February 25, 2016 converted into APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

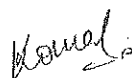
Regd. Office : 714, R.G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
Tel. : +91-11-49058720-21 • E-mail : info@apacandassociates.com • Website: www.apacandassociates.com



electronic means and poll on the resolutions contained in the Notice to 49th Annual General Meeting (AGM) of the shareholders of the Company. Our responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company and the poll conducted at the 49th Annual General Meeting of the Company.

2. Further for the above, we submit our report as under:

- a. In accordance with the Notice of the 49th AGM sent to the shareholders, the e-voting period commenced on 26th September, 2016 at 9:00 A.M. and concluded at 29th September, 2016 at 5:00 P.M.
- b. The shareholders of the Company as on the "cut-off date" i.e. 23rd September, 2016 were entitled to vote on the resolutions (item no. 1 to 7 as set out in the notice of the 49th AGM of the Company).
- c. At the venue of the AGM the facility to vote through Ballot papers was provided to those members who were present at the AGM and had not exercised the option of Remote E-voting.
- d. After the time fixed for closing of the Poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
- e. The locked ballot box was subsequently opened in our presence along with two witnesses, Ms. Komal Bhola and Ms. Neha Lakhwara, who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

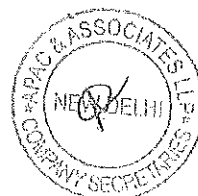


Name: Komal Bhola

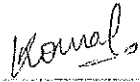


Name: Neha Lakhwara

- f. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- g. After counting the votes casted by the members and proxy holders present at the 49th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 30th September, 2016, around 11:45 A.M. in the presence of two witnesses, Ms. Komal Bhola and Ms. Neha Lakhwara, who are not in the employment



of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: Komal Bhola



Name: Neha Lakhwara

- h. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and poll conducted at the 49th Annual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2016.

- (i) Voted in favor of the resolution:

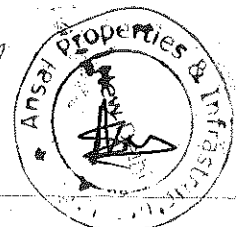
Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	94	0.00
E-voting	55	77511370	99.97
Total	60	77511464	99.97

- (ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	2	26203	0.03
Total	2	26203	0.03

- (iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
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Physical	2	82500
E-voting	0	0
Total	2	82500

Item No. 2

Ordinary Resolution: To appoint a director in place of Shri Sushil Ansal.

(i) Voted in favor of the resolution:

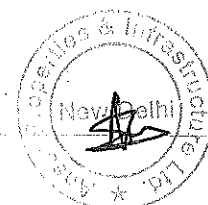
Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	94	0.00
E-voting	52	77510450	99.97
Total	57	77510544	99.97

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	5	27123	0.03
Total	5	27123	0.03

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	2	82500
E-voting	0	0
Total	2	82500



Item No. 3

Ordinary Resolution: To appoint a director Shri Pranav Ansal.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	94	0.00
E-voting	51	77510300	99.96
Total	56	77510394	99.96

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	6	27273	0.04
Total	6	27273	0.04

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	2	82500
E-voting	0	0
Total	2	82500

Item No. 4

Ordinary Resolution: To appoint a Director in place of Shri Anil Kumar.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast



Physical	5	94	0.00
E-voting	51	77510300	99.96
Total	56	77510394	99.96

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	6	27273	0.04
Total	6	27273	0.04

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	2	82500
E-voting	0	0
Total	2	82500

Item No. 5

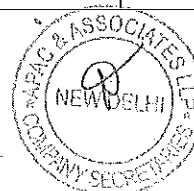
Ordinary Resolution: To ratify the appointment of Statutory Auditors of the Company.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	94	0.00
E-voting	53	77511200	99.97
Total	58	77511294	99.97

(ii) Voted against the resolution:

Mode of voting	Number of members who	Number of votes	% of total number
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	voted	cast by them	of valid votes cast
Physical	0	0	0.00
E-voting	4	26373	0.03
Total	4	26373	0.03

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	2	82500
E-voting	0	0
Total	2	82500

Item No. 6

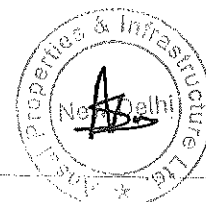
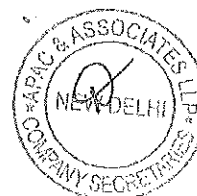
Ordinary Resolution: To ratify and confirm the remuneration of M/s J. D. & Associates, the Cost Auditors of the Company for the financial year ending 31st March, 2017.

(i) **Voted in favor of the resolution:**

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	94	0.00
E-voting	55	77511370	99.97
Total	60	77511464	99.97

(ii) **Voted against the resolution:**

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	2	26203	0.03
Total	2	26203	0.03



(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	2	82500
E-voting	0	0
Total	2	82500

Item No. 7

Special Resolution: To approve the terms of the Loan Agreement of Rs. 50 Crores.

(i) Voted in favor of the resolution:

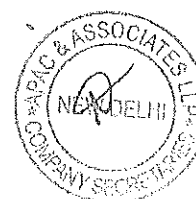
Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	5	94	0.00
E-voting	54	77511070	99.97
Total	59	77511164	99.97

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	3	26503	0.03
Total	3	26503	0.03

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	2	82500
E-voting	0	0
Total	2	82500



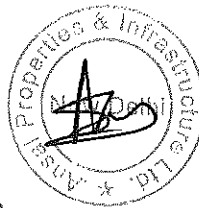
The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 49th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For APAC & Associates LLP
Company Secretaries

Neeta

Neeta Aggarwal
Partner
Membership No. 33744
C.P. No. 13218



Date: 30th September, 2016
Place: New Delhi

