

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Members of the Company will be held on Monday, the 28th day of September, 2020 at 11.30 A.M., through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2020.
2. To appoint a director in place of Mrs. Neha Ansal (having DIN: 08469989) who retires from the office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution.
"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, 178 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the recommendation of the Nomination & Remuneration Committee and

approval of the Board of Directors for appointment of Mrs. Iqneet Kaur (having DIN: 05272760) as an Additional Director in the capacity of Non-Executive Independent Director of the Company effective from 29th July, 2020, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 years effective from 29th July, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. U. Tiwari & Associates, Cost Accountants (Firm Registration No. 000239) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021, be paid a total remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand only), plus applicable taxes and out of pocket expenses as recommended by the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the consent of the shareholders of the Company be and is hereby accorded to register the Company with the Ministry of Micro, Small & Medium Enterprises, Government of India under Micro, Small & Medium Enterprises Development (MSMED) Act, 2006.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Kushagr Ansal, Wholetime Director & CEO and Mr. Som Nath Grover, Addl. V.P. & Company Secretary of the Company be and are hereby jointly and severally authorized to file all the necessary forms and / or returns and make any application to the concerned authority and to do such other acts, things and deeds as may be necessary to give effect

Regd. Office:

606, 6th Floor, Indra Prakash, 21 Barakhamba Road,
New Delhi - 110 001
CIN: L45201DL1983PLC016821
Website: www.ansals.com
Dated: 26th August, 2020
Place : Vaishali, Ghaziabad

By Order and on behalf of the Board
For ANSAL HOUSING LTD.

(Formerly known as Ansal Housing & Construction Limited
Sd/-

(Som Nath Grover)

Addl. V.P. & Company Secretary
M.No. : F4055

IMPORTANT NOTES:

1. An Explanatory Statement as required under Section 102 of the Act, in respect of Item Nos. 3 to 5 of the Notice convening the Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on 29th July, 2020 considered that the special business under Item Nos. 3 to 5, being considered unavoidable, be transacted at the 36th AGM of the Company.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 36TH AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 36th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 36th AGM shall be the Registered Office of the Company.
 - b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the

36th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 36th AGM through VC/OAVM Facility and e-Voting during the 36th AGM.

- c) The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- d) In line with the MCA Circulars and SEBI Circular, the Notice of the 36th AGM will be available on the website of the Company at www.ansals.com, on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL at www.evotingindia.com.
- e) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- f) Members may join the 36th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:15 a.m. IST i.e. 15 minutes before the time scheduled to start the 36th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 36th AGM.
- g) The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors,

Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- h) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 36th AGM and facility for those Members participating in the 36th AGM to cast vote through e-Voting system during the 36th AGM.

3. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- a) The voting period begins on 25th September, 2020 (9:00 a.m. IST) and ends on 27th September, 2020 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on

to the e-voting website www.evotingindia.com.

- d) Click on "Shareholders" module.
- e) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with

the Company.

OR
Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing yourlogin credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your

vote electronically.

- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Shareholders 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number 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 (e).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- l) Click on the EVSN for the relevant "Ansal Housing Limited" on which you choose to vote.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Instructions for the non-individual Members and the Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sect@ansals.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 4. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to delhi@linkintime.co.in.
 - b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client master or copy of Consolidated Account statement, PAN (self attested scanned copy of

PAN card), AADHAR (self attested scanned copy of Aadhar Card) to delhi@linkintime.co.in.

5. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholder will be provided with a facility to attend the 36th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Shareholders/viewers/Attendee to download the software/app of cisco WebEx in advance & ready to connect fast for meeting.
- f) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sect@ansals.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/

folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

- g) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

6. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- a) Members may follow the same procedure for e-Voting during 36th AGM as mentioned above for remote e-voting.
- b) Only those shareholders, who are present in the 36th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the 36th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d) Shareholders who have voted through remote e-Voting will be eligible to attend the 36th AGM. However, they will not be eligible to vote at the AGM.
- e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533. You may also contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or you may contact Mr. Swapan Kumar Naskar, AVP- North India Operation, Link Intime India Pvt. Ltd, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, Phone: +91-11-41410592, E-mail: swapann@linkintime.co.in.

7. OTHER GUIDELINES FOR MEMBERS

- i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evotingindia.com to reset the password.
- ii) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 21st September, 2020.
- iii) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 36th AGM by email and holds shares as on the cut-off date i.e. 21st September, 2020, may obtain the User ID and password by sending a request to the Company's email address sect@ansals.com or helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you

forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evotingindia.com.

- iv) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- v) The Board has appointed Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting and e-voting process at the time of AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- vi) During the 36th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 36th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 36th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 36th AGM.
- vii) The Scrutinizer shall after the conclusion of e-Voting at the 36th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him,

within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

- viii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ansals.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results will also be intimated to the Stock Exchanges where the Company's shares are listed.
- ix) Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 36th AGM and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for the financial year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email addresses are not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 36th AGM and the Annual Report for the financial year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA of the Company at delhi@linkintime.co.in.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- x) The Notice of the 36th AGM and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for the financial year 2019-20, will be available on the website of the Company at www.ansals.com and the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice will also be available on the website of CDSL at www.evotingindia.com.
- xi) The register of members and share transfer books of the Company will remain closed from Tuesday, the 22nd September, 2020 to Monday, the 28th September, 2020 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting.
- xii) Information regarding particulars of the Directors seeking appointment/re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is given in "Annexure-A" attached hereto.
- xiii) As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is now available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent – LIPL.
- xiv) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agent - LIPL.
- xv) **Transfer of Unclaimed and/or Unpaid Amounts to Investor Education and Protection Fund (IEPF):**
- a) Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government.
- b) Accordingly, during the financial year 2020-21, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2013 on or before 31st October, 2020 to IEPF.
- c) In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Further, the corresponding shares will be transferred as per the requirements of the IEPF rules. The details of which are made available on the Company's website (www.ansals.com).
- d) Members who have not yet encashed the dividend warrants for any of the Financial Years from 2012-13 to 2015-16 are once again requested to make their claims immediately to the Company or the Company's Registrar & Transfer Agent – LIPL for issuance of duplicate / revalidated dividend warrants.
- xvi) The Members desiring any information as regards to accounts are requested to write to the Company at an early date. This would enable the Company to compile the information and provide replies at the Meeting.
- xvii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- xviii) In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- xix) Electronic copy of all the documents referred to in the accompanying Notice of the 36th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.ansals.com.
- xx) During the 36th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, electronically during the AGM.

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

Item No. 3

The Board of Directors of the Company, based on the recommendations of the Nomination & Remuneration Committee, appointed Mrs. Iqneet Kaur (having DIN: 05272760) as an Additional Director in the capacity of Non-Executive Independent Director to hold office for a period of 5 years effective from 29th July, 2020, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing AGM. She holds her office upto the conclusion of this AGM and is eligible for appointment as a Non-Executive Independent Director of the Company. The Company has received necessary declaration(s) from Mrs. Iqneet Kaur confirming that she meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). Mrs. Kaur is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

Mrs. Iqneet Kaur is a Fellow Member of Institute of Company Secretaries of India (ICSI) and a Law Graduate. She also holds Master Degree in Commerce. She became a member of ICSI in the year 2000.

Mrs. Iqneet Kaur has served the corporate sector before venturing as a practicing Company Secretary in the year 2006. Before

joining the practice side of profession she was associated with Amtek Group, an Auto Ancillary manufacturer. She has got a rich experience of dealing with IPOs, listings and allied activities with CDSL & NSDL, FEMA matters, RBI Compliances, establishing foreign businesses in India through Joint Ventures & Guidance on establishing of subsidiaries of Foreign Companies, bringing ECBs of various companies, Corporate Financing, Listing & Delisting, Liasoning and dealing with Stock Exchanges and SEBI, ROC, RD, Company Law Board, Special Court, NCLT etc.

In the opinion of the Board, Mrs. Kaur fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at www.ansals.com and will be available for inspection by the members at the Company's website.

The Board considers that her association as an Independent Director would be of immense benefit to the Company. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice. Except Mrs. Iqneet Kaur herself, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

Item No. 4

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s. U. Tiwari & Associates, Cost Accountants (Firm Registration No. 000239), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the resolution set out at Item No. 4 of the Notice.

Consent of the members is sought by passing of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

Item No. 5

The Government of India has recently amended the Micro, Small and Medium Enterprises Development Act (MSMED Act), laying the following criteria of investment and turnover for categorizing any enterprise as a micro, small or medium enterprise :

Category		MICRO	SMALL	MEDIUM
Manufacturing Enterprises + Service Enterprises	Investment and	uptoRs 1 Cr.	uptoRs 10 Cr.	uptoRs 50 Cr.
	Turnover	UptoRs 5 Cr.	UptoRs 50 Cr.	UptoRs 250 Cr.

Registration of Micro, Small and Medium (MSM) Enterprises under MSMED Act is a very powerful medium to enjoy the regime of incentives offered by the Centre which generally contain the following:

1. Easy finance availability from Banks, without collateral requirement.
2. Concessional/reduced rate of interest
3. Protection against delay in payment from Buyers and right of interest on delayed payment.
4. Preference in procuring Government tenders.
5. Stamp duty and Octroi benefits.
6. Concession in electricity bills.
7. Reservation policies to manufacturing / production sector enterprises.

8. Time-bound resolution of disputes with Buyers through conciliation and arbitration.

9. Reimbursement of ISO Certification Expenses.

10. Credit prescription (Priority sector lending), differential rates of interest etc.

11. Exemption under Direct Tax Laws.

12. Financial Assistance for setting up testing facilities through NSIC.

13. Subsidy on ISO Certifications.

14. Subsidy on NSIC Performance and Credit ratings

As per the financial statements of the Company for the year ended 31st March, 2020, the investment of the Company in Plant and Machinery is less than Rs. 50 crores and turnover is less than Rs. 250 crores,

thus, making it eligible for registration as a Medium Enterprise under the MSMED Act. Hence, it is proposed to get the Company registered under this Act to avail some of the benefits available, mainly the reduced rate of interest on the bank loans and easy accessibility of funding the working capital needs and projects of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the resolution set out at Item No. 5 of the Notice.

Consent of the members is sought by passing of an Ordinary Resolution as set out at Item No. 5 of the Notice for registration of the Company under MSMED Act.

Regd. Office:

606, 6th Floor, Indra Prakash, 21 Barakhamba Road, New Delhi – 110 001

CIN: L45201DL1983PLC016821

Website: www.ansals.com

Dated : 26th August, 2020

Place : Vaishali, Ghaziabad

By Order and on behalf of the Board
For ANSAL HOUSING LTD.
(Formerly known as Ansal Housing & Construction Limited
Sd/-

(Som Nath Grover)

Addl. V.P. & Company Secretary

M.No. : F4055

Annexure-A to Notice

Information of Directors to be appointed and the Directors seeking appointment/re-appointment at this Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 read with clause 1.2.5 of the Secretarial Standard-2, as on the date of Notice.

Name of Director	Mrs. Neha Ansal	Mrs. Iqneet Kaur
Date of Birth (Age)	10.04.1983 (37 Years)	26.08.1975 (45 Years)
Director Identification Number	08469989	05272760
Date of Joining the Board	02 nd July, 2019	29 th July, 2020
Qualifications	Mrs. Neha Ansal has done her BA (Hons.) Economics from Lady Shri Ram College for Women, University of Delhi and MA Cantab. Economics from St. Edmund's College, University of Cambridge, UK. She also holds a Diploma in Montessori Education from Modern Montessori International, New Delhi	Ms. Iqneet Kaur is a Fellow Member of Institute of Company Secretaries of India (ICSI) and a Law Graduate. She also holds Master Degree in Commerce. She became a member of ICSI in the year 2000.
Expertise in specific functional area	Mrs. Neha Ansal has been a director on the Board of the Company since 2 nd July, 2019. Earlier to that she has been working with the Company as a Part-time Advisor since October, 2011 and she has resigned from this position with effect from 1 st April, 2020. Before joining Ansal Housing Limited, Mrs. Neha Ansal has worked with Metis Learning, Delhi as a Consultant for more than 2 years and had been a member of the core team responsible to develop modern and easy learning techniques / technology for children. Prior to that, she worked for more than 2 years with Ernst and Young as a Consultant, Business Advisory Services.	Mrs. Iqneet Kaur has served the corporate sector before venturing as a practicing Company Secretary in the year 2006. Before joining the practice side of profession she was associated with Amtek Group, an Auto Ancillary manufacturer. She has got a rich experience of dealing with IPOs, listings and allied activities with CDSL & NSDL, FEMA matters, RBI Compliances, establishing foreign businesses in India through Joint Ventures & Guidance on establishing of subsidiaries of Foreign Companies, bringing ECB's of various companies, Corporate Financing, Listing & Delisting, Liasoning and dealing with Stock Exchanges and SEBI, ROC, RD, Company Law Board, Special Court, NCLT etc.
Terms and conditions of re-appointment	She shall be liable to retire by rotation and being eligible may be re-appointed as a director.	She is proposed to be appointed as an Independent Director for a period of 5 years, not liable to retire by rotation.
Remuneration proposed to be paid	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act.	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.
Remuneration last drawn (including sitting fees, if any)	During the financial year 2019-20, she was paid a sitting fee of Rs. 1,60,000/- for attending the Board Meetings. She was also paid an amount of Rs. 12,00,000/- in her capacity as Part-time Advisor during the year 2019-20.	Not Applicable
No. of Shares held in the Company	NIL	NIL
Disclosure of relationship between directors inter-se	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of Meetings of Board attended during the year (2019-20)	3 out of 3	-
Directorships of other Boards	-	Haig Consultancy Private Limited Sanmati Trading and Investment Limited
Membership/ Chairmanship of Committee of other Boards (includes only Audit & Shareholders' / Investors' Grievance Committee)	-	Chairperson of Audit Committee, Nomination and Remuneration Committee of Sanmati Trading and Investment limited. Member of Stakeholders Relationship Committee and Risk Management Committee of Sanmati Trading and Investment Limited