

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of the Company will be held on Wednesday, the 29th day of September, 2021 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, 2021 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2021.
2. To appoint a director in place of Mr. Kushagr Ansal (having DIN: 01216563) who retires from the office by rotation and being eligible, offers himself 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 Sections 196, 197, 198 and 203 read with applicable provisions of Schedule V of the Companies Act, 2013 (as amended from time to time), other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association

of the Company 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) and as recommended by the Nomination & Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Kushagr Ansal as the Whole Time Director & CEO of the Company for a further period of 3 (three) years with effect from 1st October 2021.

**RESOLVED FURTHER THAT** Mr. Kushagr Ansal shall not be entitled to any remuneration including sitting fee for attending the meetings of the board and committees thereof during his tenure as the Whole Time Director & CEO. However, he shall be entitled to use a car with driver and free telephone/communication facilities at his office and residence which shall be used by him for business purposes of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of

Directors of the Company or to any Director of the Company or any other Officer or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

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, 2022, 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."

### Regd. Office:

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

CIN: L45201DL1983PLC016821

Website: www.ansals.com

Dated: 27<sup>th</sup> July, 2021

Place : Vaishali, Ghaziabad

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

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 4 of the Notice convening the Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on 27th July, 2021 considered that the special business under Item Nos. 3 to 4, being considered unavoidable, be transacted at the 37th AGM of the Company. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed. Requisite declaration has been received from the Director for seeking re-appointment.
2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 37TH AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**
  - a) In view of the outbreak of COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ('Act') and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation

to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company is being held through VC/OAVM. The deemed venue for the 37th AGM will be the Registered Office of the Company i.e. 606, 6th Floor, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

- 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 37th 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 37th AGM through VC/OAVM Facility and e-Voting during the 37th 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 Circulars, the Notice of the 37th AGM will be available on the website of the Company at [www.ansals.com](http://www.ansals.com), on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

- e) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
- f) Members may join the 37th 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 37th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 37th 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 Circulars, the Company is providing remote

e-Voting facility to its Members in respect of the business to be transacted at the 37th AGM and facility for those Members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM.

**3. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- a) The voting period begins on 26th September, 2021 (9:00 a.m. IST) and ends on 28th September, 2021 (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 22nd September, 2021 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) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by

Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile numbers and email Ids in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users, who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

d) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on "Shareholders" module.
- iii) 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.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) 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 (d).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant "Ansal Housing Limited" on which you choose to vote.
- xi) 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.

- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) 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.
- xviii) 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](http://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](mailto: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](mailto: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.
- 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](mailto: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](mailto: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](mailto:delhi@linkintime.co.in).

**5. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

- a) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptops



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.

- g) Shareholders/viewers/Attendee are advised to download the software/app of cisco WebEx in advance & be ready to connect fast for meeting.
- h) 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.
- i) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- j) Only those shareholders, who are present in the 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.
- k) If any Votes are cast by the shareholders through the e-voting available during the 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.

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

- a) Members may follow the same procedure for e-Voting during 37th AGM as mentioned above for remote e-voting.
- b) Only those shareholders, who are present in the 37th 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 37th 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 37th 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](mailto: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](http://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 22nd September, 2021.
- iii) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 37th AGM by email and holds shares as on the cut-off date i.e. 22nd September, 2021, may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto: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](http://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 37th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 37th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 37th 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 37th AGM.
- vii) The Scrutinizer shall after the conclusion of e-Voting at the 37th 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) working 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](http://www.ansals.com) and on the website of CDSL at [www.evotingindia.com](http://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 Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 37th AGM and the Annual Report for the financial year 2020-21 including therein the Audited Financial Statements for the financial year 2020-21, 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 37th AGM and the Annual Report for the financial year 2020-21 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 scanned 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](mailto: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 37th AGM and the Annual Report for the financial year 2020-21 including therein the Audited Financial Statements for the financial year 2020-21, will be available on the website of the Company at [www.ansals.com](http://www.ansals.com) and the website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- xi) The register of members and share transfer books of the Company will remain closed from Thursday, the 23rd September, 2021 to Wednesday, the 29th September, 2021 (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, 2014 on or before 1st November, 2021 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 2013-14 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) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
- xix) Electronic copy of all the documents referred to in the accompanying Notice of the 37th 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 37th 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

Mr. Kushagr Ansal was re-appointed as the Whole Time Director of the Company in the Annual General Meeting of the Company held on 26th September, 2016 for a period of five years with effect from 01st October, 2016 at a remuneration payable in accordance with sections 197, 198 and other applicable provisions of the Companies Act, 2013 and accordingly the tenure of his appointment shall expire on 30th September, 2021.

Further, considering the prolonged recession in the real estate sector, the members of the Company through their subsequent approvals approved the payment of remuneration as per the limits permissible under Section II of Part II of Schedule V of the Companies Act, 2013 to Mr. Kushagr Ansal as the minimum remuneration based on the effective capital of the Company and contribution to Provident/ Superannuation/ Annuity Fund, Gratuity and Leave Encashment. However, in view of the continuous losses incurred by the Company, Mr. Kushagr Ansal was paid very less remuneration during the financial year 2016-17 to 2020-21 against the approved annual remuneration of Rs. 1.20 Crores per annum. The remuneration (including Provident Fund, Gratuity, Superannuation Fund and other benefits) actually paid to Mr. Kushagr Ansal during these years has been as under:

Sl. No.	Financial Year	Amount (In Rs.)
1	2016-17	56,66,283/-
2	2017-18	11,75,308/-
3	2018-19	13,91,712/-
4	2019-20	1,88,746/-
5	2020-21	96,346/-

Mr. Kushagr Ansal did his B. Com (Hons.) from Shri Ram College of Commerce, Delhi and MBA (Finance) from Bentley College, Waltham, USA. He has attained the State of the Art expertise in System Management in addition to exceptional skills in Finance etc. and he is associated with the Company for last more than 20 years in different roles and as the Whole Time Director for about last 15 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 20 years and has been a great source of strength and inspiration to his team members.

### Regd. Office:

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

CIN: L45201DL1983PLC016821

Website: www.ansals.com

Dated : 27<sup>th</sup> July, 2021

Place : Vaishali, Ghaziabad

Last several years have been very tough for the real estate industry which not only faced general recession but also had to see many structural changes like introduction of Goods and Service Tax, Real Estate (Regulation & Development), Act and, off late, spread of pandemic on account of CoVID-19 badly impacting performance of the Company. No doubt, the financial performance of the Company in terms of sales and profitability has deteriorated during last five years but due to the exceptional leadership and administrative skills exhibited and sincere hard work put in by Mr. Kushagr Ansal, the Company has been able to sail through these difficult times and is tending towards a favourable turnaround but the task is yet underway and accomplishment thereof requires further renewal of tenure of Mr. Kushagr Ansal as the Whole Time Director & CEO.

Though the Company has been into losses since the financial year 2016-17 but Schedule V of the Companies Act, 2013 permits payment of an annual remuneration of Rs. 1.20 Crores per annum i.e. Rs. 10 lakhs per month to Mr. Kushagr Ansal in addition to contribution towards provident/ superannuation/gratuity fund and leave encashment. However, Schedule V also mandates the requirement of obtaining the prior approval of the banks or public financial institutions concerned or the non-convertible debenture holders or other secured creditors before placing the matter for consideration and approval in the general meeting of the shareholders in case the company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. At present, the Company is in default of loans obtained from IFCI Limited, Indiabulls Commercial Credit Ltd. and Hero Fincorp Limited.

Keeping in view the current financial position of the Company and the remote possibility of the financial institutions agreeing to grant their approval for payment of remuneration to Mr. Kushagr Ansal, Mr. Kushagr Ansal has given his consent for his re-appointment as the Whole Time Director & CEO with effect from 1st October, 2021 at no remuneration. However, the Company shall make provision of car with driver and free telephone/communication facilities at office and residence of Mr. Kushagr Ansal which shall be used by him for business purposes of the Company.

Consequent upon the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting

held on 27th July, 2021, the Board of Directors of the Company at its meeting held on 27th July, 2021 approved the re-appointment of Mr. Kushagr Ansal as Whole Time Director & CEO of the Company for a period of 3 years with effect from 1st October, 2021 without payment of any remuneration subject to the approval of the members of the Company in the ensuing Annual General Meeting.

The aforesaid appointment of Mr. Kushagr Ansal as Whole Time Director & CEO of the Company may be regarded as abstract of the terms of re-appointment and memorandum of interest under section 190 of the Companies Act, 2013.

Disclosure as required Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in "Annexure A" to the Notice forming part of this Explanatory Statement.

None of the Directors except Mr. Kushagr Ansal 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 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice for reappointment of Mr. Kushagr Ansal as Whole Time Director & CEO of the Company, for approval of members.

### Item No. 4

The Board, on the recommendations of the Audit Committee, has approved the re-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, 2022.

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.

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, 2022.

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

Sd/-  
(Som Nath Grover)  
Addl. V.P. & Company Secretary  
M.No. : F4055

**Annexure-A to Notice**

**Information of Directors to be appointed/re-appointed and the Directors seeking 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.**

<b>Name of Director</b>	Mr. Kushagr Ansal
<b>Date of Birth (Age)</b>	03.04.1979 (42 Years)
<b>Director Identification Number</b>	01216563
<b>Date of Joining the Board</b>	26th August, 2006
<b>Qualifications</b>	Mr. Kushagr Ansal 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.
<b>Expertise in specific functional area</b>	Mr. Kushagr Ansal is associated with the Company for last more than 20 years in different roles and as the Whole Time Director for last more than 15 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. The Company has achieved several new heights in terms of number of projects, turnover and profitability etc. under his stewardship
<b>Terms and conditions of re- appointment</b>	He shall be liable to retire by rotation as a director and being eligible may be re-appointed as a director.
<b>Remuneration proposed to be paid</b>	NIL
<b>Remuneration last drawn (including sitting fees, if any)</b>	Remuneration of Rs. 96,346/- paid during the year 2020-21.
<b>No. of Shares held in the Company</b>	2261368
<b>Disclosure of relationship between directors inter-se</b>	Not related to any Director / Key Managerial Personnel.
<b>Number of Meetings of Board attended during the year (2020-21)</b>	4 out of 4
<b>Directorships of other Boards</b>	Identity Buildtech Private Limited
<b>Membership/ Chairmanship of Committee of other Boards (includes only Audit &amp; Shareholders' / Investors' Grievance Committee)</b>	-