



ANSAL HOUSING LIMITED

CIN: L45201DL1983PLC016821

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

Head Office: 2nd Floor, Ansal Plaza, Sector-1, Vaishali, Ghaziabad, U.P.-201010

Telephone No.: 011-23317466, 0120-3854000

Website: www.ansals.com **Email ID:** sect@ansals.com

NOTICE OF POSTAL BALLOT

To,
The Members of Ansal Housing Limited

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 & any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) (including any statutory modification or re-enactment thereof for the time being in force) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, seeking consent of the shareholders ('Members') of Ansal Housing Limited ('the Company'), for the Resolution appended herein below through Postal Ballot by way of Remote E-voting only.

In view of the pandemic situation of Covid-19 and in light of MCA Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 11/2022 dated 28th December, 2022 (the 'MCA Circulars') the companies have been permitted to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot (Remote E-Voting only) in accordance with the provisions of the Companies Act and rules made thereunder.

The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the Members whose E-mail IDs are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System. This Postal Ballot is accordingly initiated in compliance of above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will not be sent to the Members for this Postal Ballot.

The Company has appointed Mr. Abhishek Mittal (FCS 10397, COP No. 13348), Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process through Remote E-voting in a fair and transparent manner. The Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote E-voting. The Company has engaged services of M/s. Central

Depository Services (India) Limited ('CDSL') for providing Remote E-voting facility to shareholders of the Company. The Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through Remote E-voting only.

The Remote E-voting facility is available at the link: www.evoting.cdsl.com from Wednesday, the 22nd February, 2023 (09:00 A.M.) to Thursday, the 23rd March, 2023 (05:00 P.M.). Please refer to the instructions for casting votes by Remote E-voting at the end of this Notice for the purpose and the manner in which Remote E-voting has to be carried out. Only members entitled to vote (Refer to Point 4 of the Notes attached with this notice) are entitled to vote through the Remote E-voting facility provided by the Company through CDSL.

The Scrutinizer will submit his report to the Whole Time Director & CEO of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by Remote E-voting) process in a fair and transparent manner. The results of the postal ballot will be announced on or before 5.00 p.m. on Saturday, the 25th March, 2023 and will be displayed on the website of the Company (i.e. www.ansals.com) and will be intimated to BSE Limited ('BSE') where the Equity Shares of the Company are listed.

SPECIAL BUSINESS:

1. ISSUANCE OF 1,02,50,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER GROUP

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 53, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Companies Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE where the shares of the Company are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ('SEBI'), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations'), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ('SEBI Takeover Regulations'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, BSE and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or

sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 1,02,50,000 (One Crore Two Lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, towards conversion of outstanding unsecured loans into equity to the extent of Rs. 10,25,00,000/- (Rupees Ten Crore Twenty Five Lakh only), to be issued at a price of Rs. 10/- per Equity Share which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the following allottees belonging to Promoter Group (hereinafter referred to as the ‘Proposed Allottees’), in the manner as follows:

Sr. No.	Name of proposed allottees	Category	No. of Equity Shares proposed to be allotted
1.	Ansal Clubs Private Limited	Promoter Group	25,00,000
2.	Ansal Land & Housing Private Limited	Promoter Group	13,50,000
3.	Ansal Development Private Limited	Promoter Group	32,00,000
4.	Ansal Rep Construction (International) Private Limited	Promoter Group	32,00,000
TOTAL			1,02,50,000

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of determining the issue price of the Equity Shares is Tuesday, the 21st February, 2023, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. the last date of 23rd March, 2023 as specified for casting of votes through Remote E-voting process.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans held in the name of Proposed Allottees shall be adjusted against the allotment of Equity Shares, meaning thereby an amount required to be paid against the payment of equity shares shall be set off from the outstanding unsecured loans at the time of subscription of Equity Shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity Shares shall be made in dematerialized form only.
- f) The equity shares so offered, issued and allotted will be listed on the BSE, where the equity shares of the Company are already listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the Equity Shares to be created, offered, issued and allotted to the Promoter Group shall rank pari passu in all respects with the existing Equity Shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including application to BSE for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares and signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee(s) of Directors or to any Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, in order to give effect to the above mentioned resolution.”

**By Order of the Board of Directors
For Ansal Housing Limited
Sd/-
Som Nath Grover
(V.P. & Company Secretary)
M.No. F4055**

**Date: 21st February, 2023
Place: Vaishali, Ghaziabad**

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, the 17th February, 2023 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited ('RTA').
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.ansals.com. The Notice can also be accessed from the website of BSE at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote E-voting facility) i.e. www.evoting.cdsl.com.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them **on the cut-off date on Friday, the 17th February, 2023**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by Remote E-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to M/s. Link Intime India Private Limited sending an e-mail on swapann@linkintime.co.in or to the Company at its e-mail id i.e. sect@ansals.com.
6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by CDSL.
7. Resolution, if passed by the Members through postal ballot, shall be deemed to have been duly passed on the last date specified for the Remote E-voting i.e. Thursday, the 23rd March, 2023 in terms of Secretarial Standard-2 on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

8. The members have to vote through Remote E-voting platform only. In case of any query / grievance in connection with the Postal Ballot including Remote E-voting, Members may contact CDSL by sending an e-mail at evoting@cdsl.co.in or to the Company at sect@ansals.com.
9. The Board has appointed Mr. Abhishek Mittal (FCS 10397, COP No. 13348), Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot (through Remote E-voting process) in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Whole Time Director & CEO or to any other person authorised by the Board of the Company. The results of the voting conducted through postal ballot (through the Remote E-voting process) will be announced by the Whole Time Director & CEO /any other person authorised by the Board on or before 5.00 p.m. on 25th March, 2023. The results along with the Scrutinizer’s Report shall be placed on the website of the Company and on the website of CDSL and shall also be communicated to BSE. The Scrutinizer’s decision on the validity of the voting shall be final.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

- a) The remote e-voting period begins on Wednesday, 22nd February, 2023 (9:00 a.m. IST) and ends on Thursday, 23rd March, 2023 (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 i.e. 17th February, 2023 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 23rd March, 2023.
- b) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process.
- 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 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	1) Users of 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 https://web.cdslindia.com/myeasi/home/login or

	<p>www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) 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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

d) Login method for e-Voting for shareholders other than individual shareholders & physical shareholders.

- i. The shareholders should log on to the e-voting website 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 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- 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 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xix. 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 may refer to the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33 or may contact Mr. Swapan Kumar Naskar, AVP- North India Operation, Link Intime India Pvt. Ltd, Noble Heights, 1stFloor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, Phone: +91-11-41410592, E-mail: swapann@linkintime.co.in.

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

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special business mentioned in this notice.

The Special Resolution of this Notice, has been proposed pursuant to the provisions of Sections 23(1), 42, 53, 62 and other applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), as amended from time to time to issue and allot upto 1,02,50,000 (One Crore Two Lakh Fifty Thousand) Equity shares of face value of Rs. 10/- each to the members of the Promoter Group of the Company. The said proposal has been considered and approved by the Audit Committee and Board of Directors of the Company in their respective meetings held on 9th February, 2023. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited ('BSE').

It is to be noted that the issue of Equity Shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of 'related party transaction' under SEBI LODR Regulations. Therefore, the Preferential Issue is not a 'related party transaction' under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required. However, in view of the requirements of Section 62 of the Companies Act, 2013 and Regulation 160 of SEBI ICDR Regulations, the approval of the shareholders through a special resolution is necessary for making a preferential issue of the shares.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 read with rules thereon, as amended and Regulation 163 of the SEBI ICDR Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

I. Objects of the Preferential Issue:

In order to restructure the existing loans held in the name of proposed allottees being members of the promoter group of the Company and to reduce the debt level of the Company and also to relieve the Company from the interest burden, the Company proposes to issue the aforesaid Equity Shares on preferential basis to the proposed allottees, to the extent of Rs. 10,25,00,000 (Rupees Ten Crore Twenty Five Lakh only) or such other amount as may be determined in accordance with applicable SEBI ICDR Regulations, 2018. The proposed issue will also result in improvement of the debt : equity ratio of the Company.

The following are the details of the unsecured loans sought to be converted into Equity Shares pursuant to this resolution:

Sl. No.	Names of the proposed allottees	Outstanding Unsecured Loan as on 31.12.2022	Number of Equity Shares to be allotted	Amount of Loan to be adjusted towards allotment of shares	Outstanding Unsecured Loan amount after issuance of Equity Shares (in Rs.)
1.	Ansal Clubs Private Limited	2,93,95,342	25,00,000	2,50,00,000	43,95,342
2.	Ansal Land & Housing Private Limited	9,22,42,442	13,50,000	1,35,00,000	7,87,42,442
3.	Ansal Development Private Limited	41,38,48,103	32,00,000	3,20,00,000	38,18,48,103
4.	Ansal Rep Construction (International) Private Limited	12,71,11,468	32,00,000	3,20,00,000	9,51,11,468
Total		66,25,97,355	1,02,50,000	10,25,00,000	56,00,97,355

II. Maximum number of specified securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the members of the promoter group, upto 1,02,50,000 (One Crore Two Lakh Fifty Thousand) fully paid up Equity Shares on a preferential basis by way of private placement.

The Relevant Date for the preferential issue is Tuesday, 21st February, 2023 and accordingly, the price per Equity Share has been calculated in accordance with the SEBI ICDR Regulations based on such Relevant Date.

III. Basis on which price has been arrived at:

The Equity Shares of Company are listed on BSE and the equity shares of the Company are frequently traded in accordance with Regulation 164 (1) of the SEBI ICDR Regulations. The issue of equity shares on preferential basis to the promoter group will be in such manner and at such price calculated as per the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI ICDR Regulations, the said preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company to allottees acting in concert, and the same requires a valuation report from an independent registered valuer for determining the price.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- The 90 trading days' volume weighted average price of the related Equity Shares quoted on BSE preceding the relevant date i.e 21st February, 2023, which is Rs. 4.392 per equity share; or
- The 10 trading days' volume weighted average prices of the related Equity Shares quoted on BSE preceding the relevant date i.e 21st February, 2023, which is Rs. 3.980 per equity share.
- The price determined in terms of Regulation 166A of SEBI (ICDR) Regulations which is Rs. 9.025/-.
- The price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

After considering 21st February 2023 (i.e. 30 days prior to the last date of 23rd March, 2023 as specified for casting of votes through Remote E-voting process) as the relevant date, the minimum price calculated in accordance with Regulation 164(1) of the SEBI ICDR Regulations is Rs. 4.392 per share.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 21st February, 2023 from Mr. Abhinav Rajvanshi (R&A Valuation LLP), an Independent Registered Valuer [Registration Number: IBBI/RV/06/2019/11765] H-15 Chitranjan Marg, C-Scheme, Jaipur 302001 and the copy of the same has been hosted on the website of the Company at www.ansals.com. As per the Valuation Report, the minimum price, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, 2018, at which Equity Shares to be issued is Rs. 9.025/-.

The Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, in view of provisions of Section 53 of the Companies Act which provides that except as provided in Section 54, the Company shall not issue shares at a discount, the Board of Directors has fixed the issue price of Rs. 10/- per share i.e. at face value of the Equity Shares proposed to be issued which is not lower than the floor price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

Accordingly, the proposed issue price shall be more than the price determined under Regulation 164(1) and Regulation 166A of the SEBI ICDR Regulations.

IV. The proposal/Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

The Equity Shares shall be issued to below mentioned members of the promoter group of the Company. None of the Directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

Sr. No.	Name of proposed allottees	Category	No. of Equity Shares
1.	Ansal Clubs Private Limited	Promoter Group	25,00,000
2.	Ansal Land & Housing Private Limited	Promoter Group	13,50,000
3.	Ansal Development Private Limited	Promoter Group	32,00,000
4.	Ansal Rep Construction (International) Private Limited	Promoter Group	32,00,000
Total			1,02,50,000

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to members of the promoter group is likely to be as follows:

Name of Shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post issue Shareholding	
	No. of Shares	%		No. of Shares	%
(A) Promoter & Promoter Group					
(1) Indian					
• Individuals/ HUF	71,53,940	12.047	0	71,53,940	10.273

• Bodies Corporate	0	0.000	1,02,50,000	1,02,50,000	14.719
Sub Total (A)=A(1)+A(2)	71,53,940	12.047	1,02,50,000	1,74,03,940	24.993
(2) Foreign Promoters	-	-	-	-	-
Total Promoter Shareholding	71,53,940	12.047	1,02,50,000	1,74,03,940	24.993
(B) Public Shareholding:					
(1) Institutional Investors	3,53,300	0.595	-	3,53,300	0.507
(2) Central Govt./Stat Govt./President of India	1,200	0.002	-	1,200	0.002
(3) Non-Institution:					
• Individuals	4,14,10,631	69.731	-	4,14,10,631	59.467
• Body Corporate	65,60,042	11.046	-	65,60,042	9.42
• IEPF	10,80,442	1.819	-	10,80,442	1.552
• Others (including NRIs)	28,26,273	4.760	-	28,26,273	4.059
Total Public Shareholding (B)=B(1)+B(2)+B(3)	5,22,31,888	87.953	-	5,22,31,888	75.007
Grand Total (A)+(B)	5,93,85,828	100.000	1,02,50,000	6,96,35,828	100.000

Above shareholding pattern has been prepared based on Shareholding of the Company as on 31st December, 2022.

VI. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of abovesaid Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution as set out above.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, BSE or other concerned authorities.

VII. The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sl. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Ownership
1.	Ansal Clubs Private Limited	Promoter Group	Ms. Divya Ansal Mr. Karun Ansal Ms. Megha Ansal
2.	Ansal Land & Housing Private Limited	Promoter Group	Mrs. Divya Ansal Mr. Kushagr Ansal
3.	Ansal Development Private Limited	Promoter Group	Ms. Megha Ansal Ms. Ayesha Ansal Master Aryan Ansal
4.	Ansal Rep Construction (International) Private Limited	Promoter Group	Mr. Karun Ansal Ms. Neha Ansal

VIII. The percentage of post preferential issue capital that may be held by the allottees:

Sl. No.	Name of the Proposed Allottees	Category	Post Issue Holding	
			No. of Equity Shares	% of Post Issue Capital
1.	Ansal Clubs Private Limited	Promoter Group	25,00,000	3.590
2.	Ansal Land & Housing Private Limited	Promoter Group	13,50,000	1.939
3.	Ansal Development Private Limited	Promoter Group	32,00,000	4.595
4.	Ansal Rep Construction (International) Private Limited	Promoter Group	32,00,000	4.595
Total			1,02,50,000	14.719

IX. Change in control, if any, in the issuer consequent to the preferential issue:

There shall be no change in control of the Company pursuant to the aforesaid issue and allotment of the equity shares to Promoter Group of the Company.

X. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any allotments during the year.

XI. Valuation for consideration other than cash:

This is not applicable in the present case

XII. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

This is not applicable in the present case.

XIII. Lock-in Period:

The Equity Shares so allotted shall be subject to 'lock-in' in accordance with Regulation 167 and 168 of the SEBI ICDR Regulations, 2018.

XIV. Certificate from Practicing Company Secretary:

A certificate from a Practicing Company Secretary, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11.00 a.m. to 4.00 p.m. at the registered office of the Company during the period of Remote E-voting under postal ballot and is also hosted on website of the Company which can be accessed at the link: <https://www.ansals.com>.

XV. Undertakings:

In accordance with the SEBI ICDR Regulations;

- i. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date i.e 21st February, 2023. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- ii. The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- iv. The Proposed Allottees are the members of the promoter group of the Company and will continue to be the members of the promoter group of the Company post the Preferential Issues of Equity Shares.
- v. The Proposed Allottees have not previously subscribed to any warrants of the Company.
- vi. The proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Allottees acting in concert in terms of Regulation 166A of the SEBI ICDR Regulations. Therefore, the Company has taken valuation certificate from an Independent Registered Valuer and considered the same for determining the price.

- vii. The issue of resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized form only.
- viii. The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI ICDR Regulations, 2018 where it is required to do so.
- ix. The Company undertakes that if the amount payable on account of re-computation of price is not paid/ within the time stipulated in the SEBI ICDR Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.
- x. There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

XVI. Disclosure pertaining to wilful defaulters or a fraudulent borrower:

Neither the Company nor any of its promoters or directors is willful defaulter or a fraudulent borrower.

XVII. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

XVIII. Current and proposed Status of the Proposed Allottees post preferential issue:

The proposed allotment shall be made to the proposed allottees, who will be classified in the Promoter/ Promoter Group Category and after allotment there will be no change in Control of the Company.

XIX. Listing

The Company will make an application to BSE at which the existing shares are listed, for listing of the Equity Shares proposed to be issued.

XX. Other Disclosures

In accordance with the provisions of Sections 23(1)(b), 42, 53 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Promoter Group of the Company is being sought by way of a special resolution as set out in items of the said Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution for the approval of the members.

Mr. Kushagr Ansal, Whole Time Director & CEO and Ms. Neha Ansal, Director on the Board of the Company and their relatives are interested in the above resolution.

Except aforementioned persons and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

**By Order of the Board of Directors
For Ansal Housing Limited**

Sd/-

**Som Nath Grover
(V.P. & Company Secretary)
M.No. F4055**

Date: 21st February, 2023

Place: Vaishali, Ghaziabad