

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of the Company will be held on Tuesday, the 27th day of September, 2022 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, 2022 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2022.
2. To appoint a director in place of Mrs. Neha Ansal (having DIN: 08469989) who retires from the office by rotation and being eligible, offers herself for re-appointment.
3. To reappoint M/s. Dewan P N Chopra & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration and if deemed fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or reenactment thereof, for the time being in force) and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Dewan P N Chopra & Co., Chartered Accountants, New Delhi (Firm Registration No. 000472N) be and are hereby reappointed as the Statutory Auditors of the Company, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 43rd Annual General Meeting, at such remuneration as may be mutually agreed to, between

the Board of Directors and the Statutory Auditors, in addition to the reimbursement of Goods & Service Tax and actual out-of-pocket expenses incurred in connection with the work of audit to be carried out by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide and/ or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit."

SPECIAL BUSINESS:

4. 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 Section 149, 150, 152, 161, 178 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Bal Kishan Sharma (having DIN: 09675600) as an Additional Director in the capacity of Non-Executive Independent Director of the Company effective from 09th August, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in

writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 years effective from 09th August, 2022.

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

5. 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. 100452) 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, 2023, 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: 9th August, 2022

Place : Vaishali, Ghaziabad

By Order and on behalf of the Board
For ANSAL HOUSING LIMITED

Sd/-

(Som Nath Grover)

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

IMPORTANT NOTES:

1. An Explanatory Statement as required under Section 102 of the Act in respect of the business under Item Nos. 3 to 5 of the Notice convening the Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on 09th August, 2022 considered that the special business under Item Nos. 4 to 5, being considered unavoidable, be transacted at the 38th 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 38TH AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

a) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General 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') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the 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 Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 38th AGM of the Company is being held through VC/ OAVM Tuesday, the 27th day of September, 2022 at 11.30 A.M (IST). The deemed venue for the 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 38th 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 38th AGM through VC/OAVM Facility and e-Voting during the 38th AGM.

c) The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

d) In line with the MCA Circulars and SEBI Circular, the Notice of the 38th AGM will be available on the website of the Company at www.ansals.com, on the websites of Stock Exchanges i.e.

BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL at www.evotingindia.com.

- e) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- f) Members may join the 38th 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 38th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 38th AGM.
- g) The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- h) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 38th AGM and facility for those Members participating in the 38th AGM to

cast vote through e-Voting system during the 38th 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 24th September, 2022 (9:00 a.m. IST) and ends on 26th September, 2022 (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 20th September, 2022 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 account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id 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"> 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 www.cdslindia.com and click on Login icon and select New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsdl.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. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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.
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 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 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.
- 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- 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.

4. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to delhi@linkintime.co.in.

- b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to delhi@linkintime.co.in.
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- g) Shareholders/viewers/Attendee to download the software/app of cisco WebEx in advance & 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/EGM 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 EGM/AGM.
- k) If any Votes are cast by the shareholders through the e-voting available during the EGM/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 38th AGM as mentioned above for remote e-voting.
- b) Only those shareholders, who are present in the 38th 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 38th 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 38th AGM. However, they will not be eligible to vote at the AGM.
- e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai

- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33 or you 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.

7. OTHER GUIDELINES FOR MEMBERS

- i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evotingindia.com to reset the password.
- ii) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 20th September, 2022.
- iii) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 38th AGM by email and holds shares as on the cut-off date i.e. 20th September, 2022, may obtain the User ID and password by sending a request at 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.

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| <p>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.</p> <p>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.</p> <p>vi) During the 38th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 38th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 38th 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 38th AGM.</p> <p>vii) The Scrutinizer shall after the conclusion of e-Voting at the 38th 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</p> | <p>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.</p> <p>viii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ansals.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results will also be intimated to the Stock Exchanges where the Company's shares are listed.</p> <p>ix) In accordance with the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022 issued by SEBI, the Notice of the 38th AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements for the financial year 2021-22, 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 38th AGM and the Annual Report for the financial year 2021-22 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:-</p> <p>a. For Members holding shares</p> | <p>in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA of the Company at delhi@linkintime.co.in.</p> <p>b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.</p> <p>x) The Notice of the 38th AGM and the Annual Report for the financial year 2021-22 including therein the Audited Financial Statements for the financial year 2021-22, will be available on the website of the Company at www.ansals.com and the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice will also be available on the website of CDSL at www.evotingindia.com.</p> <p>xi) The register of members and share transfer books of the Company will remain closed from Wednesday, 21st September, 2022 to Tuesday 27th September, 2022 (both days inclusive) (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting.</p> <p>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</p> |
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- 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 2021-22, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2015 on or before 05th November, 2022 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) SEBI vide its notification dated 24th January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical 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 38th 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 38th 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 REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The members of the Company at their 33rd Annual General Meeting held on 28th August, 2017 had approved appointment of M/s. Dewan P.N. Chopra & Co., Chartered Accountants as Statutory Auditors of the Company for a period of 5 years up to the conclusion of 38th AGM of the Company to be held in the year 2022.

Pursuant to Section 139(2) of the Act, the Company can appoint an audit firm for a second term of five consecutive years. Accordingly, M/s. Dewan P.N. Chopra & Co., Chartered Accountants, are proposed to be re-appointed as Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 43rd Annual General Meeting.

The Audit Committee of the Company at its meeting held on 09th August, 2022 reviewed the Auditors' independence, performance and effectiveness of the Audit process and found to be adequate for the Company's needs and purposes. Accordingly, they have recommended to the Board the reappointment of M/s. Dewan P.N. Chopra & Co., Chartered Accountants, as Statutory Auditors of the Company for another period of 5 years. Further, the Board of Directors of the Company at its meeting held on 09th August, 2022 has also approved the same and recommended their reappointment to shareholders.

M/s. Dewan P.N. Chopra & Co., Chartered Accountants, are known for their high level of professional ethics and values. With the strong technical expertise drawn from their experience over three decades and with a team of highly competent professionals, they provide quality, timely and specific solutions to their clients.

The Statutory Auditors have confirmed their eligibility and have provided their written consents for their proposed reappointment and necessary certificates under Rule 4 of the Companies (Audit and Auditors) Rules, 2014, confirming that their reappointment, if made, shall be in accordance with the conditions as prescribed by law and they satisfy the criteria provided under Section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India, as required under Regulation 33(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed remuneration to be paid to M/s. Dewan P.N. Chopra & Co., Chartered Accountants shall be decided by the Board of Directors separately for each financial year based on recommendations of the Audit Committee.

The directors of your company recommend the resolution set forth in Item No. 3 of the Notice to the members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this resolution.

Item No. 4

The Board of Directors of the Company, based on the recommendations of the Nomination & Remuneration Committee, appointed Mr. Bal Kishan Sharma (having DIN: 09675600) as an Additional Director in the capacity of Non-Executive Independent Director to hold office for a period of 5 years effective from 09th August, 2022, not liable to retire by rotation, subject to consent of the members of the Company at the ensuing AGM. He holds his office upto the conclusion of this AGM and is eligible for appointment as a Non-Executive Independent Director of the Company. The Company has received necessary declaration(s) from Mr. Bal Kishan Sharma confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Mr. Bal Kishan Sharma is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Mr. Bal Kishan Sharma (aged 54 years) is a Law Graduate from Delhi University, a Post Graduate in Commerce from Meerut University, a Qualified Company Secretary and a Cost Accountant from the Institute of Cost Accountants of India. He has around 30 years of rich expertise in the areas of Legal Affairs, Company Secretarial Functions, Commercial matters and other allied matters of manufacturing, trading and real estate companies and has thorough knowledge of real estate matters. Mr. Sharma has previously worked with Essel Housing Projects Pvt. Ltd., Delton Cables Limited and Monet International Ltd. and other renowned companies for around 25 years at senior positions in the company secretarial department.

At present, he is enrolled as an Advocate with Bar Council of Delhi since August, 2018 and has been practicing in Delhi & NCR Courts in the areas of Insolvency & Bankruptcy, UPRERA matters, Civil & Criminal matters, Arbitration matters, Corporate Law, Consumer matters, Writ petitions in High Courts and Supreme Court of India.

In the opinion of the Board, Mr. Bal Kishan fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

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

The Board considers that his association as an Independent Director would be of immense benefit to the Company. The Board recommends the Special Resolution set out at Item No. 4 of the Notice. Except Mr. Bal Kishan Sharma himself, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Hence, the directors of your company recommend passing of resolution set forth at Item No. 4 of the Notice by the members of the company.

Item No. 5

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. 100452), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023.

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. 5 of the Notice.

Consent of the members is sought by passing of an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

By Order and on behalf of the Board
For ANSAL HOUSING LIMITED

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

Regd. Office:
606, 6th Floor, Indra Prakash, 21 Barakhamba Road,
New Delhi - 110 001
CIN: L45201DL1983PLC016821
Website: www.ansals.com
Dated : 9th August, 2022
Place : Vaishali, Ghaziabad

Annexure-A to Notice

Information of Directors to be 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.

Name of Director	Mrs. Neha Ansal	Mr. Bal Kishan Sharma
Date of Birth (Age)	10.04.1983 (39 Years)	01.08.1968 (54 Years)
Director Identification Number	08469989	09675600
Date of Joining the Board	02nd July, 2019	09th August, 2022
Qualifications	Mrs. Neha Ansal has done her BA (Hons.) Economics from Lady Shri Ram College for Women, University of Delhi and MA Cantab. Economics from St. Edmund's College, University of Cambridge, UK. She also holds a Diploma in Montessori Education from Modern Montessori International, New Delhi	Mr. Bal Kishan Sharma has done his L.L.B from University of Delhi in Year 1996. He is a fellow member of Institute of Company Secretaries of India and an associate member of Institute of Cost Accountants of India. He also holds Master Degree in Commerce. He became a member of ICSI in the year 1992 and a member of ICAL in the year 1999.
Expertise in specific functional area	Mrs. Neha Ansal has been a director on the Board of the Company since 2nd July, 2019. Earlier to that she has been working with the Company as a Part-time Advisor since October, 2011 and she had resigned from this position with effect from 1st April, 2020. Before joining Ansal Housing Limited, Mrs. Neha Ansal has worked with Metis Learning, Delhi as a Consultant for more than 2 years and had been a member of the core team responsible to develop modern and easy learning techniques / technology for children. Prior to that, she worked for more than 2 years with Ernst and Young as a Consultant, Business Advisory Services.	Mr. Bal Kishan Sharma is a Qualified Law Graduate and Company Secretary having around 30 years of rich expertise in the areas of Legal Affairs, Company Secretarial Functions, Commercial matters, and other allied matters of manufacturing, trading, Real Estate, NBFC Companies. He is enrolled as an Advocate with Bar Council of Delhi w.e.f. August, 2018 and since then practicing in Delhi & NCR Courts in the areas of Insolvency & Bankruptcy Code, UPRERA matters, Civil & Criminal matters, Arbitration matters, Corporate Law, Consumer matters, Writ petitions in High court, Supreme Court of India. He is Senior Associates of M/S. KAUSHIK ASSOCIATES having a team of more than 10 advocates having expertise in their respective fields. Dealing in legal Advisory services, Due Diligence, Drafting and handling litigations in Delhi & NCR Courts, Delhi High Court, Supreme Court of India, Allahabad High Court, Consumer Commission, UPRERA etc. Prior to that, he worked in a capacity of Key Managerial Personnel in Listed and Unlisted Public limited and Private limited Companies.
Terms and conditions of re- appointment	She shall be liable to retire by rotation and being eligible may be re-appointed as a Director.	He is proposed to be appointed as an Independent Director for a period of 5 years, not liable to retire by rotation.
Remuneration proposed to be paid	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.
Remuneration last drawn (including sitting fees, if any)	During the financial year 2021-22, she was paid a sitting fee of Rs. 1,60,000/- for attending the Board Meetings and Stakeholders Relationship Committee Meeting.	Not Applicable
No. of Shares held in the Company	NIL	NIL
Disclosure of relationship between directors inter-se	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of Meetings of Board attended during the year (2021-22)	3 out of 5	Not Applicable
Directorships of other Boards	NIL	NIL
Membership/ Chairmanship of Committee of other Boards (includes only Audit & Shareholders Relationship Committee)	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Following are the key skills, expertise and competencies required in the context of the Company's business: 1. Leadership 2. Finance and Accounting 3. Experience 4. Corporate Governance 5. Sales and Marketing 6. Personal Values The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Bal Kishan Sharma and concluded that he fulfills the abovementioned skills/ expertise/ competencies to discharge the role of Independent Director.