

**FORM NO. MGT-13
SCRUTINIZER'S REPORT**

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To

The Chairman

33rd Annual General Meeting of the Equity Shareholders of

M/s Ansal Housing and Construction Limited

15 UGF Indra Prakash,

21, Barakhamba Road, New Delhi – 110 001

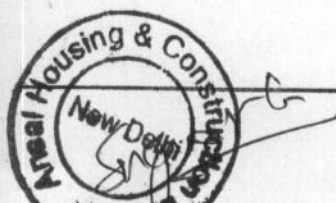
Held on 28th August, 2017 at 11.00 A.M

Dear Sir,

I, Abhishek Mittal, Proprietor of Abhishek Mittal & Associates, Practising Company Secretaries have been appointed by the Board of Directors of Ansal Housing and Construction Ltd ("the Company") as a scrutinizer for the purpose of voting through Ballot on the below mentioned resolution(s), at the 33rd Annual General Meeting (AGM) of the members of the Company, held on Monday, 28th August, 2017, at 11:00 a.m. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi-110003.

I submit my Report as under:

1. After the time fixed for closing of the voting through Ballot by the Chairman, 2 (two) Ballot box kept for voting were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Shareholders holding Shares as on the "cut-off" date i.e. 21st August, 2017 were entitled to vote on the proposed Resolutions (Item no. 1 to 04) as set out in the Notice dated 12th June, 2017 of 33rd AGM of Ansal Housing and Construction Limited.
5. I have duly examined the Register of Members, specimen signatures of the members, wherever applicable.



6. The Company had arranged for the Ballot papers and distributed them to the members present at the AGM.
7. I have kept the record of the Ballot papers received in response to the Ballot, by initialing it.
8. I have counted the votes cast on Ballot and have prepared this Report, addressed to the Chairman, stating votes in favour, against the Resolutions and invalid votes.
9. The result of the Ballot is as under:

a) **Resolution 1: To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2017. (As an Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
53	7708	99.91%

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
3	7	0.09%

(iii) Invalid Votes:

Number of members voted (in person or by proxy) whose votes were declared invalid	Total Number of invalid votes cast by them
0	0



b) **Resolution 2: To appoint a director in place of Mr. Kushagr Ansal (DIN: 01216563) who retires from the office by rotation and being eligible, offers himself for re-appointment. (As an Ordinary Resolution)**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
53	7708	99.91%

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
3	7	0.09%

(iii) **Invalid Votes:**

Number of members voted (in person or by proxy) whose votes were declared invalid	Total Number of invalid votes cast by them
0	0

c) **Resolution 3: To Appoint M/s Dewan P N Chopra & Co., Chartered Accountants, New Delhi (Firm Registration No. 000472N) as the Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting, subject to the ratification of appointment at every Annual General Meeting and to fix their remuneration. (As an Ordinary Resolution)**

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
53	7708	99.91%

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



Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
3	7	0.09%

(iii) **Invalid Votes:**

Number of members voted (in person or by proxy) whose votes were declared invalid	Total Number of invalid votes cast by them
0	0

d) Resolution 4: To approve remuneration of M/s Chandra Wadhwa & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year 2017-2018. (As an Ordinary Resolution)

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
53	7708	99.91%

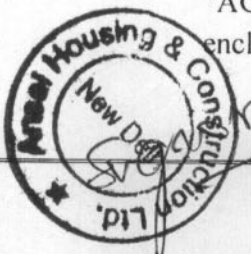
(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
3	7	0.09%

(iii) **Invalid Votes:**

Number of members voted (in person or by proxy) whose votes were declared invalid	Total Number of invalid votes cast by them
0	0

10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



11. The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

For **Abhishek Mittal & Associates**



Abhishek Mittal

(CS Abhishek Mittal)

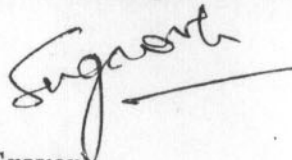
Practising Company Secretaries

M. No. : F7273 CP No. : 7943

Place: New Delhi

Date: 29th August, 2017

Counter Signed by
For **Ansal Housing and Construction Limited**



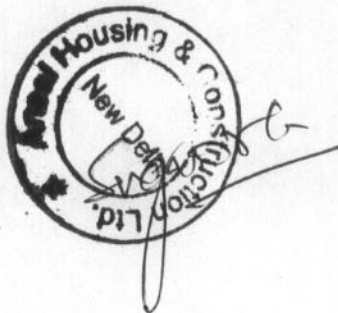
S.N. Grover

(S.N. Grover)

Addl. V.P. & Company Secretary

M. No. FCS 4055

Authorized Person



CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
M/s Ansal Housing and Construction Limited
15 UGF Indra Prakash, 21,
Barakhamba Road,
New Delhi – 110 001

Sub.: Consolidated Scrutinizer's Report on Remote e-voting and voting through Ballot Paper at the 33rd Annual General Meeting ("AGM") of the members of M/s Ansal Housing and Construction Limited ("the Company") held on Monday, 28th August, 2017 at 11:00 a.m. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi- 110 003.

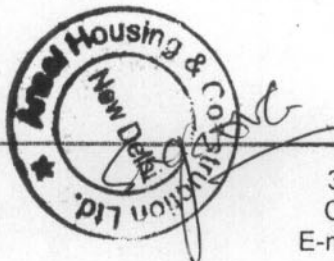
Dear Sir,

1. I, Abhishek Mittal, Proprietor of Abhishek Mittal & Associates, Practising Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of M/s Ansal Housing and Construction Limited ("the Company") for the purpose of scrutinizing the voting through:

- (i) remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015; and
- (ii) ballot paper at the AGM under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014

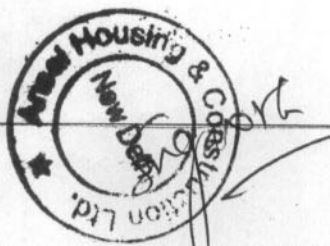
on the resolutions contained in the Notice of the 33rd AGM of the members of the Company, held on Monday, the 28th August, 2017 at 11:00 a.m. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and voting by Ballot paper on the resolutions contained in the Notice to the 33rd AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for voting through ballot paper at the AGM is restricted to preparing a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) and voting through ballot paper conducted at the AGM.



3. The Company made arrangements with CDSL for providing a system of voting by the shareholders electronically through remote e-voting.
4. The Company has also provided voting facility to the shareholders who were present at the 33rd AGM and who had not already cast their vote through remote e-voting facility to vote through Ballot paper.
5. The shareholders of the Company holding shares as on the "cut off" date i.e. 21st August, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.
6. After the conclusion of voting by ballot paper at the AGM venue, the votes cast thereat were counted. There after the votes cast under remote e-voting process were unblocked by me in the presence of two witnesses, Mr. Sumit Kumar son of Sh. Yoginder Thakur resident of H. No. A-15, Chopal Wali Gali, Shalimar Village, Delhi – 110 088 and Mrs. Ashima Agrawal wife of Mr. Antriksh Agrawal resident of 26/25, West Patel Nagar, New Delhi – 110 008 who were not in the employment of the Company and the e-voting results who have voted for and against were downloaded from the e-voting website of CDSL.
7. As requested by the management, I submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Ballot Paper as under:-

Item No. of Notice	Means of Voting	Total Votes	Invalid Votes	Valid Votes	Total Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
					Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Item No. 1: To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2017. (As an Ordinary Resolution)	Remote E-voting	39932622	0	39932622	39932622	100%	0	0.00%
	Poll	7715	0	7715	7708	99.91%	7	0.09%
	Total	39940337	0	39940337	39940330	99.99%	7	Negligible
Item No. 2: To appoint a director in place of Mr. Kushagr Ansal (DIN: 01216563) who retires from the office by rotation and being eligible, offers himself for re-appointment.	Remote E-voting	39932622	16085492	23847130	23847130	100%	0	0.00%
	Poll	7715	0	7715	7708	99.91%	7	0.09%
	Total	39940337	16085492	23854845	23854838	99.99%	7	Negligible



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Item No. 3: To Appoint M/s Dewan P N Chopra & Co., Chartered Accountants, New Delhi (Firm Registration No. 000472N) as the Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting until the conclusion of the 38 th Annual General Meeting, subject to the ratification of appointment at every Annual General Meeting and to fix their remuneration. (As an Ordinary Resolution)	Remote E-voting	39932622	0	39932622	39932622	100%	0	0.00%
	Poll	7715	0	7715	7708	99.91%	7	0.09%
	Total	39940337	0	39940337	39940330	99.99%	7	Negligible
Item No. 4: To approve remuneration of M/s Chandra Wadhwa & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year 2017-2018. (As an Ordinary Resolution)	Remote E-voting	39932622	0	39932622	39932622	100%	0	0.00%
	Poll	7715	0	7715	7708	99.91%	7	0.09%
	Total	39940337	0	39940337	39940330	99.99%	7	Negligible

8. It is further submitted that Votes cast through E-Voting by Mr. Karun Ansal (holding 3061368 shares), Mr. Deepak Ansal (holding 6672870 shares), Mr. Kushagr Ansal (holding 3061368 shares), Deepak Ansal HUF (holding 320700 shares) and Mrs. Divya Ansal (holding 2969186 shares) were not considered for Resolution No. 2 as the said persons are relatives of Mr. Kushagr Ansal.
9. The electronic data and all other relevant records relating to remote e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman or his Authorized Representatives considers, approves and signs the minutes of AGM.

Thanking you

For Abhishek Mittal & Associates

Abhishek Mittal

(CS Abhishek Mittal)

Practising Company Secretary

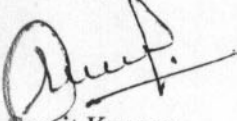
M. No.: F7273 C.P. No.: 7943

Place: New Delhi

Date: 29th August, 2017

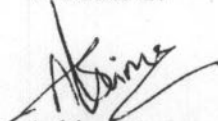


Witness 1:



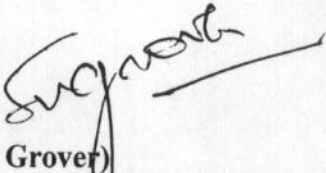
Sumit Kumar
S/o: Sh. Yoginder Thakur
R/o: H. No. A-15, Chopal Wali Gali
Shalimar Village, Delhi-110088

Witness 2:



Ashima Agrawal
W/o: Mr. Antriksh Agrawal
R/o: - 26/25, West Patel Nagar,
New Delhi- 110008

Counter Signed by
For Ansal Housing and Construction Limited



(S.N. Grover)
Addl. V.P. & Company Secretary
M. No. FCS 4055

