

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 53rd Annual General Meeting (AGM) of the Members (Shareholders) of Ansal Properties and Infrastructure Limited (the 'Company') will be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), on Monday, the 28th September, 2020, at 11.30 AM (IST) to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Statutory Auditors:

In terms of the provisions of Section 139 of the Companies Act, 2013 and Rules made there under and the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) M/s S.S. Kothari Mehta & Company (SSKM), Chartered Accountants (Firm Registration No. 000756N) was appointed (for second/last term) as the Statutory Auditors of the Company by the members at the Forty Eighth (48th) Annual General Meeting of the Company held on the 30th September, 2015 for a period of five years i.e. up to the ensuing Fifty Third (53rd) Annual General Meeting of the Company to be held on the 28th September, 2020. Accordingly their term will expire at this ensuing AGM.

The Board of Directors pursuant to above provisions of Companies Act, 2013, Rules made there under and the Listing Regulations, on the recommendation of the Audit Committee, at their respective meetings held on the 30th July, 2020 and subject to the approval of the members, have approved the appointment of M/s MRKS and Associates (MRKS), Chartered Accountants (ICAI Firm Registration No. 023711N), having registered office at QU-35B, Pitampura, New Delhi 110088, as the Statutory Auditors of the Company to hold office from the conclusion of this 53rd Annual General Meeting (AGM) till the conclusion of the 58th Annual General Meeting of the Company to be held in the year 2025.

The Company has received a certificate from MRKS and Associates to the effect that their appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

M/s MRKS and Associates, Chartered Accountants has been appointed at a remuneration of ₹ 20,00,000/- (Rupees Twenty Lakhs only) to conduct the audit for the financial year 2020-21 payable in one or more instalments plus goods and services tax (GST) as applicable, and reimbursement of out-of-pocket expenses incurred. The Board of Directors shall be authorized to fix their remuneration including out of pocket expenses for the subsequent financial years till the conclusion of their tenure and/or for the services to be availed by the Company from them under Section 144 of the Act.

Material changes in the quantum of remuneration of SSKM (Remuneration of approx. ₹ 62.54 Lakhs in financial year 2019-20) and MRKS (Remuneration of ₹ 20 Lakhs only) is due to the following facts and their consideration:-

1. Downturn in the Indian economy and especially in the real estate sector;
2. The Company is presently incurring financial losses. However, it had earned profits at the time of appointment of SSKM;
3. Limited work scope as very few projects were launched by the Company during the last five years;
4. Impact of COVID-19 pandemic on the business of the Company adding to the existing liquidity crunch.

MRKS has been appointed on the basis of the recommendation of the Audit Committee and approved by the Board of Directors after judging the profiles and credentials of following renowned Chartered Accountants firms/

individual on the basis of their market value, clientage, reputation, availability of work force and fees structure:

M/s. S. N Dhawan & Company (Chartered Accountant)

M/s MRKS & Associates (Chartered Accountant)

Mr. Arun Kumar Tulsian (Chartered Accountant)

Your Directors recommend passing the proposed Resolution given in item No. 4 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 139, 140 and 142, and all other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Audit and Auditors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), from time to time, M/s MRKS and Associates, Chartered Accountants (ICAI Firm Registration No. 023711N) having registered office at QU-35B, Pitampura, New Delhi 110088, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors (M/s S.S Kothari Mehta & Co.), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 58th AGM of the Company to be held in the year 2025, at a remuneration of ₹ 20,00,000/- (Rupees Twenty Lakhs only) to conduct the audit for the financial year 2020-21 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, and, the Board of Directors be and hereby authorized to fix the remuneration including out of pocket expenses etc., payable to them for the subsequent financial years till the conclusion of their tenure and/or for the services to be availed by the Company from them under Section 144 of the Act .

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

SPECIAL BUSINESS:

5. To approve the appointment of Shri Satish Chandra (DIN: 02835841) as Non - Executive Independent Director.

To consider and, if thought fit, to pass the following resolution **as an Ordinary Resolution:-**

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Shri Satish Chandra (DIN: 02835841), who has been appointed as an Additional Director on the Board of the Company on the recommendation/confirmation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 13th November, 2019 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority, be and is hereby appointed as Non-Executive Independent Director (not liable to retire by rotation) for a term of 03 (three) years w.e.f. the 13th November, 2019 till the 12th November, 2022.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

6. To approve the appointment of Shri Bhupesh Chand Gupta (DIN: 00003658) as Non - Executive Independent Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (Listing Regulations), Shri Bhupesh Chand Gupta (DIN: 00003658), who has been appointed as an Additional Director on the Board of the Company on the recommendation/confirmation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th February, 2020 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority, be and is hereby appointed as Non Executive Independent Director (not liable to retire by rotation) for a term of 03 (three) years w.e.f. the 12th February, 2020 till the 11th February, 2023.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

7. To approve the re-appointment of Smt. Jagath Chandra (DIN: 07147686) as Non-Executive Independent Woman Director on the Board of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Smt. Jagath Chandra (DIN: 07147686), Non Executive Independent Woman Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority and who is eligible for re-appointment, be and is hereby re-appointed as Non- Executive Independent Woman Director of the Company (not liable to retire by rotation) for a period of 03(three) years commencing from the 10th November, 2020 till the 09th November, 2023 pursuant to approval of the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their respective meetings held on the 30th July, 2020.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

8. To re-appoint Shri Sushil Ansal (DIN: 00002007), as Chairman and Whole Time Director for period of 5 (Five) years.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended, and, provisions of the Articles of Association of the Company, as amended from time to time, the re-appointment of Shri Sushil Ansal (DIN: 00002007) as Chairman & Whole Time Director, the period of whose office shall be liable to determination by retirement by rotation, for a period of five years commencing from the 01st April, 2020 to the 31st March, 2025 with NIL remuneration and other terms and conditions, as approved by the Nomination and Remuneration Committee and the Board of Directors (Board) at

their respective meetings held on the 12th February, 2020, be and are hereby approved.

RESOLVED FURTHER THAT Shri Sushil Ansal shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of profits of the Company arising in any financial year, in future and/or continuation of profit thereafter, remuneration be paid to Shri Sushil Ansal, and such remuneration shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time and shall be subject to the approval of the Nomination and Remuneration Committee and the Board of the Company.

RESOLVED FURTHER THAT Shri Sushil Ansal be permitted use of Company's car/s with driver/s and also telephone/s at his residence for official purposes of the Company.

RESOLVED FURTHER THAT during the period Shri Sushil Ansal remains Chairman and Whole Time Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the duties and authorities assigned/delegated to Shri Sushil Ansal, in the past, from time to time, shall continue to remain in force, beside such other duties and authorities as may be assigned/delegated by the Board from time to time, and, his existing membership in the Committee/s of the Board shall continue, unless decided otherwise by the Board.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary and/or modify the remuneration of Shri Sushil Ansal, in the event of profit arising in any financial year, in future and/or continuation of profit thereafter, in accordance with applicable salary grade, and other terms and conditions, from time to time, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration does not exceed the ceiling/s laid down under Section 197, Schedule V and/or other applicable provisions of the Act, as existing from time to time."

9. To ratify/approve the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2021.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:-

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 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), approval of the Company be and is hereby accorded to the Board of Directors of the Company (Board) for ratifying / approving the remuneration of ₹ 1,50,000 (Rupees One lakh and fifty thousand only) excluding applicable tax payable to M/s J.D. Associates, Cost Accountants (Firm Registration No. 101443), whose appointment as Cost Auditor (including fixation of their remuneration) has been approved by the Board on the recommendation of the Audit Committee at their respective meetings held on the 30th July, 2020, for conducting the audit of the cost records of the Company for the Financial Year ending the 31st March, 2021.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution."

By and on behalf of the Board of Directors
For Ansal Properties and Infrastructure Limited.

Regd. Office:

115, Ansal Bhawan,
16, Kasturba Gandhi Marg,
New Delhi - 110 001
CIN: L45101DL1967PLC004759
Email: shareholderservice@ansalapi.com

Date: 14th August, 2020
Place: New Delhi

Sd/-

(ABDUL SAMI)
General Manager (Corp. Affairs)
& Company Secretary
FCS- 7135

NOTES:

- a) In view of the present COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular Nos. 20/2020, 17/2020 and 14/2020 dated the 05th May, 2020, 13th April, 2020 and 08th April, 2020, respectively (collectively referred to as MCA Circulars) and the Securities and Exchange Board of India vide its circular dated the 12th May, 2020 have permitted convening the Annual General Meeting (AGM / Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations), the AGM of the Company is being held through VC / OAVM.
- b) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) in respect of the Special businesses to be transacted under item nos. 05 to 09 of the Notice, is annexed hereto.
- c) The relevant information of directors pursuant to Regulation 36(3) of Listing Regulations in respect of Whole Time Directors and Non-Executive Independent Directors under item nos. 05 to 08 of the Notice, are also annexed.
- d) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held in terms of the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.**
- e) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 115, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001, which shall be the deemed venue of AGM.
- f) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to chetan.gupta@apacandassociates.com with copies marked to the Company at shareholderservice@ansalapi.com and to its Registrar & Share Transfer Agent (RTA) at shamwant.kushwah@linkintime.co.in.
- g) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participant / Depository in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12th May, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.ansalapi.com, website of Link Intime India Private Ltd., at www.linkintime.co.in and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- h) For receiving all communication (including Notice and Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card (In case of non-individual authority letter / resolution is required) at shareholderservice@ansalapi.com or to Link Intime India Private Ltd., at shamwant.kushwah@linkintime.co.in or shareholders can update email thorough the link viz. https://linkintime.co.in/emailreg/email_register.html
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant or can register his/her Email id or other details through the above URL temporarily.

The Company has also published a public notice by way of an advertisement, for the aforesaid purpose, on the 15th July, 2020 in The Financial Express and Jansatta, both having a wide circulation in Delhi and, NCR along with their electronic editions, in this regard.

- i) Non-Resident Indian Members are requested to inform RTA, immediately on:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
- j) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- k) In view of the SEBI's Notification, the transfer of securities would not be processed from the 01st April 2019 unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
- l) The Register of Directors and Key Managerial Personnel and their shareholding, and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Rules made there under, respectively, shall be available for inspection through email or other electronic mode during the AGM by any person having right to attend the AGM. Members seeking to inspect such documents can send an email to [**shareholderservice@ansalapi.com**](mailto:shareholderservice@ansalapi.com)
- m) All documents referred to in the Notice are open for inspection, and will be made available through e-mail from the date of circulation of this Notice, up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to [**shareholderservice@ansalapi.com**](mailto:shareholderservice@ansalapi.com)
- n) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 22nd September, 2020 to Monday, the 28th September, 2020 (both days inclusive).
- o) Members are already aware that M/s. Link Intime India Pvt. Ltd. having their office at Noble Heights, 01st Floor, Plot no. NH-2, C-1, Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058 is the Registrar and Share Transfer Agent (Registrar or STA) of the Company, both for electronic connectivity and Share Transfer work. Members can make correspondence with STA for Share Transfer requests, dividend and change of address and other related queries.
- p) Members holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar and /or e-mail, so that change could be effected in the Register of Members before Annual Book Closure.
- q) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail immediately to their respective Depository Participants to enable the Company to send communications.
- r) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
- s) Members are hereby informed that pursuant to Section 124(5) of the Companies Act, 2013 (Act), the Company has transferred money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investors Education and Protection Fund established by the Central Government under sub-section (1) of Section 125 of the Act.

Pursuant to Section 124(2) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unclaimed dividend amounts transferred to Investor Education and Protection Fund for the financial year ended on 31.03.2011 on the website of the Company.

Further pursuant to Section 124(6) of the Companies, Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company in the Demat Account of Investor Education and Protection Fund (IEPF) Authority (Authority) as per the procedure mentioned in the said Rules. The Company has transferred the shares, whose dividend is not claimed/ paid for the financial year ended on the 31st March 2011 to the Authority. Details of the shares transferred to Authority are available on the website of the Company (www.ansalapi.com). No claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends amount to IEPF, shareholders are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website (www.iepf.gov.in). Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

- t) The Company is registered with the following depositories for dematerialization of its Equity shares:-
- i) National Securities Depository Ltd. (NSDL), at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai- 400013

The Registration no. granted by NSDL & CDSL is ISIN INE-436A01026.

- u) Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules framed thereunder, facility for making nominations is available to the shareholders, in respect of Equity shares, held by them. Requests for nomination facility shall be made in the prescribed form (SH.13).
- v) Members desiring any information/clarification on the Financial Statements or any matter to be placed at the AGM, are requested to write to the Company at its Registered Office or can send an email to shareholderservice@ansalapi.com, at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
- w) In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 on General Meetings issued by ICSI and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has entered into an agreement with our Registrar for facilitating remote e-voting to enable the members (shareholders) to cast their votes electronically on all resolutions set forth in this Notice. Further, the facility for voting through electronic voting system will also be made available at the AGM (InstaMeet) and the members attending the meeting and who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through InstaMeet.
- x) The instructions for Members (Shareholders) for remote e-voting as well as to attend and vote at the Annual General Meeting through Insta Meet, are as under:-

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

- 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: **<https://instavote.linkintime.co.in>**
- 2. Click on "Login" tab, available under 'Shareholders' section.
- 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio No. registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Members holding shares in Demat Form or 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"> Members who have not updated their PAN with depository participant or in the company record are requested to use the sequence number mentioned in email.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

6. **Voting at the Annual General Meeting:** The Members who have not cast their vote through remote e-voting can exercise their voting rights at the AGM through VC / OAVM when window for e-voting is activated. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
7. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIIPPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

9. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of Ansal Properties & Infrastructure Limited.
10. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

11. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
12. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
13. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
14. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:**

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with > {excess of} 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only as per MCA Circulars.

Shareholders/ Members will be provided with Insta Meet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)

- c. Mobile No.
 - d. Email ID
2. Click “Go to Meeting”

Notes:

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

❖ **Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at (shamwant.kushwah@linkintime.co.in/shareholderservice@ansalapi.com) from Thursday, 24th September, 2020 from 10:00 A.M to Saturday, 26th September, 2020, till 5:00 P.M.

The first 05 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting subject to availability of time.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at (shareholderservice@ansalapi.com). The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

❖ **Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the Scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC / OAVM page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.