

# Enriching Living Styles



**ANNUAL REPORT (2018-2019)**

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# CORPORATE INFORMATION

<b>Board of Directors</b>	Mr. Deepak Ansal	Chairman and Managing Director
	Mr. Surrinder Lal Kapur	Independent Director
	Mr. Ashok Khanna	Independent Director
	Mr. Maharaj Kishen Trisal	Independent Director
	Mr. Kushagr Ansal	Whole-time Director & CEO
	Mrs. Neha Ansal	Non-Executive Director
<b>President (Projects)</b>	Mr. Karun Ansal	
<b>Sr. Vice President (Finance)</b>	Mr. Sanjay Mehta	
<b>Chief Financial Officer</b>	Mr. Tarun Kathuria	
<b>V.P. (HR &amp; Admn.)</b>	Mr. Sabu Thomas	
<b>V.P. (Taxation)</b>	Mr. Sudarshan Singh Kaushik	
<b>Addl. V.P. (Sales &amp; Accounting)</b>	Mr. Vijay Mahajan	
<b>Addl. V.P. &amp; Company Secretary</b>	Mr. Som Nath Grover	
<b>Addl. V.P. (Marketing)</b>	Mr. Vipin Mehta	
<b>Statutory Auditors</b>	M/s. Dewan P.N. Chopra & Co., Chartered Accountants, C-109, Defence Colony, New Delhi-110024	
<b>Bankers</b>	Canara Bank, Punjab National Bank, UCO Bank and Axis Bank Ltd.	
<b>Financial Institutions</b>	Housing Development Finance Corporation Ltd., Indiabulls Housing Finance Ltd., IFCI Ltd. and DMI Finance Pvt. Ltd.	
<b>Registered Office</b>	606, 6 <sup>th</sup> Floor, Indra Prakash, 21, Barakhamba Road, New Delhi-110 001	
<b>Head Office</b>	Ansal Plaza Mall, 2 <sup>nd</sup> Floor, Sector-1, Vaishali-201010, Ghaziabad, Uttar Pradesh	
<b>Branch Offices</b>	Shop No. - GF-S19 & GF-S20, Ansals Galleria, Ansal Town, Village Bagda, Post Barauli Ahir, Shamsabad Road, Agra-283125, UP	
	Ansal Town, Bye Pass Road, Opp. AIT College, Nr. Dhev Dham Hostel, Ajmer- 305001, Rajasthan.	
	Ansal Town, 200 Ft. Rajgarh Road, Near New Sadar Thana, Alwar-301001, Rajasthan.	
	Ansal Town, Near Verka-Batala, Bye Pass, Opp. Guru Nanak Dev University, Near DAV International School, Amritsar-143001, Punjab.	
	UGF-1, Ansal Galleria, Ansal Town, Talawali Chanda, A.B. Road, Indore-453771, Madhya Pradesh.	
	Ansals Grace, Adjoining Sector - D, Near Heritage School, Sainik Colony, Bypass Road, Jammu-180011, Jammu & Kashmir.	
	Ansals Palm Court, Gwalior-Kanpur Bypass Road, opp. Sakhi Ke Hanuman Mandir, Jhansi-284001, Uttar Pradesh.	
	Ansals Shivam, FF 112 A, Shivam Building, Raj Nagar Distt. Centre, Ghaziabad- 201002, Uttar Pradesh.	
	Ansal Townwalk, Sector – 104, Dwarka Expressway, Near Dhanwapur Village, Gurgaon-122001, Haryana.	
	Ansal Town, Sector-36, Adjoining Sector-4, Near Namaste Chowk, Karnal-132001, Haryana.	
	House No. B-2, K K Apartment, 7, Dalibagh, Lucknow - 226001, Uttar Pradesh.	
	Ansal Town Muzaffarnagar, Near Bindal Papers Ltd., 9 Km, Bhopa Road, Muzaffarnagar-251001, Uttar Pradesh.	
	Whispering Meadows Project, Gate no.2, Balrajeshwar Road, Near Govind Udyog Bhavan, Opp. Model Town Bungalow, Mulund (West), Mumbai-400080, Maharashtra.	
	Office No.-08, Second Floor, Ansal Galleria Complex, Ansal Town, Meerut-250001, Uttar Pradesh.	
	B-10, Ansal Sampark-1, SCO-194-195, City Centre, Sector 5, Panchkula-134109, Haryana.	
	Ansal Town, Opp. Sector-4, Bypass Road, Sector-19, Rewari-123401, Haryana.	
	Ansal Galleria, Shop No. 12 A, GF, Ansal Town, Sector -20, Near Police line Ambala Road, Jagadhari, Yamuna Nagar-135003, Haryana.	
	Ansals Woodbury Aptt., High Land Marg (Nabha Pabhat Road), Near Air Force Station, Zirakpur-146103, Punjab	
<b>Overseas</b>	A-65, Perth Paradise, Gurugoda, Opp. Bodyline Factory, Horana Ratanpura Road, Horana, Srilanka.	

Email ID : sect@ansals.com, Web Site : www.ansals.com

# NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of the Company will be held on Friday, the 27th day of September, 2019 at 03.30 P.M. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi- 110003 to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2019.
2. To appoint a director in place of Mr. Kushagr Ansal (having DIN: 01216563) who retires from the office by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution.

**"RESOLVED THAT** Mrs. Neha Ansal (having DIN: 08469989), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 2nd July, 2019 based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting of the Company be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

**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."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 197 and 198 read with Schedule V of the Companies Act, 2013 (as amended from time to time), other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s)

or re-enactment thereof, for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Nomination and Remuneration Policy of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approval(s), consent(s) and permission(s), as may be required and subject to such conditions as may be imposed by the Secured Lenders or any authority while granting such approval(s), consent(s) or permission(s) and as may be agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf) and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Kushagr Ansal, Whole-time Director & CEO, as per the limits prescribed in Part II, Section II of Schedule V of the Companies Act, 2013 not exceeding Rs. 1.20 Crores per annum (i.e. Rs. 10 Lakhs per month) plus contribution towards provident/superannuation/gratuity fund and leave encashment for the remaining period of his tenure viz. 1st April, 2019 to 30th September, 2021 in the event of inadequacy or no profits during these financial years.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to alter or vary the terms of remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is in accordance with the subsisting provisions of the Companies Act, 2013 and rules framed thereunder.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient

and necessary to give effect to this Resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

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

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

such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 55,00,000 (Fifty Five Lakhs Only ) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, towards conversion of loan into equity to the extent of Rs. 5,50,00,000/- (Rupees Five Crores and Fifty Lakhs only), or such other amount as may be determined in terms of SEBI (ICDR) Regulations to be issued at a price higher of face value of Rs. 10/- (Rupees Ten Only) per Equity Share or the price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations as on the relevant date, on such further terms and conditions as may be finalized by the Board of Directors, to the following allottee(s) belonging to Promoter/ Promoter Group (hereinafter referred to as the "Proposed Allottees"), in the manner as follows:

Sr. No.	Name of proposed allottee(s)	No. of Equity Shares
1.	Mr. Deepak Ansal	21,16,000
2.	Mr. Kushagr Ansal	8,00,000
3.	Mrs. Divya Ansal	3,00,000
4.	M/s. Global Consultants And Designers Pvt. Ltd.	3,84,000
5.	M/s. Akash Deep Portfolios Pvt. Ltd.	14,00,000
6.	M/s. Snow White Cable Network Pvt. Ltd.	2,60,000
7.	M/s. Sungrace Security Services Pvt. Ltd.	2,40,000
	Total	55,00,000

**RESOLVED FURTHER THAT** as per the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the issue price of the Equity Shares shall be 28th August 2019, being the date 30 (Thirty) days prior to the date of passing this resolution by the members of the Company at their Annual General Meeting.

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

- The outstanding unsecured loans held in the name of proposed allottee(s) shall be adjusted against the allotment of Equity Shares, meaning thereby an amount required to be paid against the payment of equity shares shall be set off from the outstanding unsecured loan at the time of subscription of Equity Shares.
- The pre-preferential shareholding of the proposed allottee(s) and Equity Shares to be allotted to the proposed allottee(s) shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares so allotted to the proposed allottee(s) under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- Allotment of Equity Shares shall only be made in dematerialized form.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary,

desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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

- 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. Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020, be paid a total remuneration of ₹ 3,25,000/- (Rupees Three Lakhs Twenty Five Thousand only), plus 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."

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

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: 12<sup>th</sup> August, 2019  
Place : New Delhi



#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

THE PROXY FORM TO BE VALID AND EFFECTIVE SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE

2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. A Proxy shall not have a right to speak at the Meeting.
3. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Item Nos. 3 to 6 of the Notice convening the Meeting is annexed hereto.
4. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, the 23rd August, 2019.
5. The register of members and share transfer books of the Company will remain closed from Saturday, the 21st September, 2019 to Friday, the 27th September, 2019 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Information regarding particulars of the Directors seeking appointment/ re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is given in "Annexure-A" attached hereto.
8. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies

(Management and Administration) Rules, 2014, Electronic copy of the Notice convening the 35th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.

9. To support the Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent viz. M/s. Link Intime India Pvt. Ltd, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 ("LIPL") in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
10. The Notice of 35th Annual General Meeting, the Annual Report for the Financial Year 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.ansals.com](http://www.ansals.com) and shall also be sent to the Stock Exchanges for placing on the websites of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
11. In terms of the provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper (physical voting) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
12. Members are requested to bring the Attendance Slip to the Meeting. Members who hold shares in dematerialized form are requested to provide their DP ID and Client ID for verification / identification.
13. 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.
14. 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.

15. 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 2018-19, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2012 on or before 03rd November, 2019 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](http://www.ansals.com)).
  - d) Members who have not yet encashed the dividend warrants for any of the Financial Years from 2011-12 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.
16. 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.
  17. As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting.
  18. The Registers maintained pursuant to provisions of Sections 170 & 189 of the Companies Act, 2013 and rules framed thereunder will be made available for inspection by Members of the Company at the Meeting.

19. In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of M/s. Link Intime India Private Limited (LIPL), Registrar and Transfer Agent of the Company, for the purpose of providing e-voting facility to all its Members.

**The instructions for members for voting electronically are as under:-**

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

- (i) The voting period begins on Tuesday, 24th September, 2019 at 09.00 A.M. and ends on Thursday, 26th September, 2019 at 05.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20th September, 2019, may cast their votes electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- (ii) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (iii) Click on "Login" tab, available under 'Shareholders' section.
- (iv) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (v) 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 Number registered with the Company.
- (vi) 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- 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.
  - 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".
  - In case 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 LIPL.
- 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**

1. 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 the company, you choose to vote.
2. 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'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [instavote@linkintime.co.in](mailto:instavote@linkintime.co.in) or Call us :- Tel : 022 -49186000 or you may contact Mr. Swapann Kumar Naskar, AVP-North India Operations, (LIPL), Phone No. +91-11-41410592, e-mail: [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in).

#### ❖ Other Instructions:

- The shareholders can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- The Board has appointed Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the physical voting at the AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Friday, 20th September, 2019.
- 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 i.e. Friday, 20th September, 2019 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.
- The Results shall be declared by the Chairman of the Company or any other Director/Officer authorized by him within Forty- Eight (48) hours from the conclusion of AGM. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, hosted at the Company's website i.e. [www.ansals.com](http://www.ansals.com). The results will also be intimated to the Stock Exchanges where the Company's shares are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- All documents referred to in this Notice and Statement setting out material facts and other Statutory Registers are open for inspection by the Members at the Registered Office of the Company

between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof upto the date of AGM i.e. Friday, 27th September, 2019.

- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided thereat and hand it over at the entrance of the Meeting venue.
- Members may please note that no gifts will be distributed at the Meeting.
- A route map showing directions to reach the venue of the 35th AGM is given at the end of this notice as per the requirement of the Secretarial Standards-2 on General Meetings.

#### MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

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

##### Item No. 3

The Board of Directors of the Company, based on the recommendations of the Nomination & Remuneration Committee, appointed Mrs. Neha Ansal (having DIN: 08469989) as an Additional Director (Non-Independent) w.e.f 2nd July, 2019 in terms of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. She holds her office upto the conclusion of this Annual General Meeting and is eligible for appointment as a Non-Executive Director of the Company, liable to retire by rotation.

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. Mrs. Neha Ansal, having requisite professional qualification, has been working as a Part-time Consultant (Business Advisory Services) of the Company since October, 2011. The Company has been benefitted with the wide and rich experience of Mrs. Neha Ansal in almost all the projects of the Company. During her service, Mrs. Neha Ansal has displayed exceptional skills, devotion and sincerity in carrying out work in her field. She was also actively involved in all new projects of the Company.

Before joining the Company, 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.

The Board considers that her association as a Non-Executive Director would be of immense benefit to the Company. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice. Except Mrs. Neha Ansal herself, Mr. Deepak Ansal, Chairman and Managing Director and their respective relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 3.

##### Item No. 4

Mr. Kushagr Ansal was re-appointed as the Whole-time Director of the Company for a period of 5 years with effect from 1st October, 2016 (i.e. from 01.10.2016 to 30.09.2021) by the Shareholders of the Company in their Annual General Meeting held on 26th September, 2016 at a remuneration payable in accordance with sections 197, 198 and other applicable provisions of the Companies Act, 2013.

Further, considering the prolonged recession in the real estate sector, the members of the Company through Postal Ballot completed on 28th April, 2017 approved the payment of remuneration as per the limits permissible under Section II of Part II of Schedule V of the Companies Act, 2013 to Mr. Kushagr Ansal for a period of 3 years from 1st April, 2016 till 31st March, 2019 as the minimum remuneration. Based on the effective capital of the Company, a maximum remuneration of Rs. 2.40 crores per annum was permissible to be paid to Mr. Kushagr Ansal in addition to contribution to Provident/ Superannuation/Annuity Fund, Gratuity and Leave Encashment. However, in view of the continuous losses incurred by the Company, Mr. Kushagr Ansal was paid very less remuneration during the financial year 2016-17 to 2018-19 against the approved annual remuneration of Rs. 2.40 Crores. The remuneration (including Provident Fund, Gratuity, Superannuation Fund and other benefits) actually paid to Mr. Kushagr Ansal during these years has been as under:

Sl. No.	Financial Year	Amount (In Rs.)
1	2016-17	56,66,283/-
2	2017-18	11,75,308/-
3	2018-19	13,91,712/-

Now, the remuneration of Mr. Kushagr Ansal is required to be fixed for his remaining tenure as the Whole-time Director & CEO i.e. from 01st April, 2019 to 30th September, 2021.



Keeping in mind the contribution made by Mr. Kushagr Ansal in the working of the Company in past and efforts being made by him presently, it is proposed to allow him to draw the remuneration as stipulated in Part II, Section II of Schedule V of the Companies Act, 2013 which provides for payment of remuneration to the managerial personnel in case of no profits or inadequacy of profits in a financial year based on the effective capital of the Company with the approval of the shareholders of the Company and other approvals as may be required as per the provisions of the Companies Act, 2013 and other applicable laws.

As per the amended Schedule V of the Companies Act, 2013 and based on the effective capital of the Company as on 31st March, 2019, Mr. Kushagr Ansal is entitled to an annual remuneration of Rs. 1.20 Crores per annum i.e. Rs. 10 lakhs per month, if approval of Shareholders is obtained through an ordinary resolution and more than Rs. 1.20 Crores per annum, if approval of Shareholders is by way of a special resolution. Apart from above, he shall also be entitled to contribution towards provident/superannuation/gratuity fund and leave encashment.

The amended Schedule V also mandates the requirement of obtaining the prior approval of the banks or public financial institutions concerned or the non-convertible debenture holders or other secured creditors before placing the matter for consideration and approval in the general meeting of the shareholders in case the company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Keeping in view of the financial parameters of the Company and based on the effective capital of Company, it is proposed to allow Mr. Kushagr Ansal to draw remuneration as stipulated in Part II, Section II (A) of Schedule V of the Companies Act, 2013 which shall not exceeds Rs. 1.20 Crores per annum (i.e. Rs. 10 Lakhs per month) in addition to contribution towards provident/superannuation/gratuity fund and leave encashment by passing an ordinary resolution by members of the company for the remaining period of his tenure viz. 1st April, 2019 to 30th September, 2021 in the event of inadequacy or no profits during these financial years.

Since the company at present is in default of payment of dues to secured lenders, it has applied to the secured lenders seeking their approval in terms of clause B(ii) of Section II of Part II of Schedule V of the Companies Act, 2013 for the remuneration proposed to be paid to Mr. Kushagr Ansal and their approval is likely to be received soon.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as per "Annexure-B"

attached to the notice forming part of this explanatory statement.

Except Mr. Deepak Ansal, Chairman & Managing Director, Mr. Kushagr Ansal, Whole Time Director and CEO and their respective relatives, none of the Directors, Key Managerial Personnel of Company and their relatives except to the extent of their shareholdings in the Company is in any way, deemed to be concerned or interested financially or otherwise in the Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval and consideration of remuneration of Mr. Kushagr Ansal, Whole-time Director & CEO of the Company.

#### Item No. 5

The Special Resolution contained in Item No. 5 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 55,00,000 Equity shares of face value of Rs. 10/- each to the Promoter/Promoter Group in terms of Chapter V of SEBI (ICDR) Regulations and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on 12th August, 2019.

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

#### I. Objects of the Issue:

In order to restructure the existing loans held in the name of proposed allottee(s) being promoters/ members of the promoter group of the Company and to reduce the debt level of the Company and also to relieve the Company from the interest burden, the Company proposes to issue the aforesaid Equity Shares on preferential basis to the proposed allottee(s), to the extent of Rs. 5.50 crores or such other amount as may be determined in accordance with applicable SEBI ICDR Regulations. The proposed issue will also result in improvement of the debt : equity ratio of the Company.

#### II. Maximum number of specified securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the promoters / members of the promoter group, upto 55,00,000 (Fifty Five Lakhs) fully paid up Equity Shares on a preferential basis by way of private placement.

The Relevant Date for the preferential

issue will be 28th August, 2019 and accordingly, the price per Equity Share shall be calculated in accordance with the SEBI ICDR Regulations based on such Relevant Date.

#### III. Basis on which price has been arrived at:

The Equity Shares of Company are listed on National Stock Exchange Limited (NSE) and BSE Limited (BSE) and the equity shares of the Company are frequently traded in accordance with Regulation 164(1) of the SEBI, ICDR Regulations. The price has been determined on the basis of the quotes available on the National Stock Exchange having higher trading volume during the preceding twenty six weeks or preceding two weeks prior to the relevant date.

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

All the proposed allottee(s) are promoters/ members of the promoter group of the Company. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

Sr. No.	Name of proposed allottee(s)	Category	No. of Equity Shares
1.	Mr. Deepak Ansal	Promoter	21,16,000
2.	Mr. Kushagr Ansal	Promoter	8,00,000
3.	Mrs. Divya Ansal	Promoter	3,00,000
4.	M/s. Global Consultants And Designers Pvt. Ltd.	Promoter	3,84,000
5.	M/s. Akash Deep Portfolios Pvt. Ltd.	Promoter	14,00,000
6.	M/s. Snow White Cable Network Pvt. Ltd.	Promoter	2,60,000
7.	M/s. Sungrace Security Services Pvt. Ltd.	Promoter	2,40,000
	<b>Total</b>		<b>55,00,000</b>

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

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

The shareholding pattern of the Company before and after the proposed

preferential issue to promoters is likely to be as follows:

Name of Shareholders		Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post issue Shareholding	
		No. of Shares	%		No. of Shares	%
(A)	Promoter & Promoter Group					
(1)	Indian					
	• Individuals/HUF	1,44,85,492	24.392	32,16,000	1,77,01,492	27.281
	• Bodies Corporate	1,69,72,438	28.580	22,84,000	1,92,56,438	29.677
Total A (1)		3,14,57,930	52.972	55,00,000	3,69,57,930	56.958
(2)	Foreign Promoters A(2)	-	-	-	-	-
Total Promoter Shareholding A=A(1) + A(2)		3,14,57,930	52.972	55,00,000	3,69,57,930	56.958
(B)	Public Shareholding:					
	(1) Institutional Investors	8,000	0.013	-	8,000	0.012
	(2) Central Govt./State Govt./President of India	-	-	-	-	-
	(3) Non-Institution:					
	• Individuals	1,92,24,222	32.372	-	1,92,24,222	29.628
	• Body Corporate	70,75,639	11.915	-	70,75,639	10.905
	• Others (including NRIs)	16,20,037	2.728	-	16,20,037	2.497
Total Public Shareholding (B)=B(1)+B(2)+B(3)		2,79,27,898	47.028	-	2,79,27,898	43.042
Grand Total (A)+(B)		5,93,85,828	100.000	55,00,000	6,48,85,828	100.000

Above shareholding pattern has been prepared based on Shareholding of the Company as on 09th August, 2019.

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

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution as set out at item no. 5.

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

**VII. Securities to be issued, particulars of the proposed allottee(s), the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:**

The details of the securities proposed to be issued and the particulars of proposed allottee(s) have been furnished in the earlier paragraphs. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control proposed allottee(s) and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

S I . No.	Name of Shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post issue Shareholding		Name of Ultimate Beneficial Owners
		No. of Shares	%		No. of Shares	%	
1.	Mr. Deepak Ansal	63,72,870	10.73	21,16,000	84,88,870	13.08	N.A.
2.	Mr. Kushagr Ansal	22,61,368	3.81	8,00,000	30,61,368	4.72	N.A.
3.	Mrs. Divya Ansal	27,69,186	4.66	3,00,000	30,69,186	4.73	N.A.
4.	M/s. Global Consultants And Designers Pvt. Ltd.	41,49,362	6.99	3,84,000	45,33,362	6.99	1.Mr. Deepak Ansal 2.Mrs. Divya Ansal 3.Mr. Kushagr Ansal 4.Mr. Karun Ansal
5.	M/s. Akash Deep Portfolios Pvt. Ltd.	38,94,710	6.56	14,00,000	52,94,710	8.16	Mr. Deepak Ansal
6.	M/s. Snow White Cable Network Pvt. Ltd.	28,11,905	4.73	2,60,000	30,71,905	4.73	1.Mr. Deepak Ansal 2.Mrs. Divya Ansal 3.Mr. Kushagr Ansal 4.Mr. Karun Ansal
7.	M/s. Sungrace Security Services Pvt. Ltd.	25,87,424	4.36	2,40,000	28,27,424	4.36	1.Mr. Deepak Ansal 2.Mrs. Divya Ansal 3.Mr. Kushagr Ansal 4.Mr. Karun Ansal

**VIII. Consequential Changes in the Voting Rights and Change in Management:**