



ANSAL HOUSING & CONSTRUCTION LTD.

An ISO 9001:2008 Company

Registered Office: 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001 Tel.: 011-43577100 Fax: 011-43577420
Corporate Identity Number: L45201DL1983PLC016821 Website: www.ansals.com Email: ahcl@ansals.com

POSTAL BALLOT NOTICE

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014 to the Members of the Company to accord through Postal Ballot their approval to the following resolutions:

SPECIAL BUSINESS:

Item No. 1

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (including any Committee thereof) of the Company for borrowing monies from time to time for the purpose of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall exceed the aggregate of the paid-up Share Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be so borrowed by the Board of Directors, at any time, shall not exceed Rs. 1000,00,00,000/- (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company including creation of mortgages, charges or hypothecations on all the immovable and movable properties of the Company, both present and future, and/or conferring power to enter upon and to take possession of assets of the Company in certain events, to and in favour of Financial Institutions / Banks for securing the loans and other financial assistance obtained / to be obtained by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 3

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

"RESOLVED THAT pursuant to the provisions of Section 188

and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee of the Company, approval of the Company be and is hereby accorded to the revision in the basic salary of Mr. Karun Ansal, President (Projects) of the Company of Rs. 7,50,000 per month w.e.f. 1st October, 2014 in the pay scale of Rs. 7,50,000-1,00,000-9,50,000-1,50,000-14,00,000 and House Rent Allowance @ 50% of the basic salary plus usual perquisites admissible to the Senior Executives in the Management Cadre including Gratuity, Superannuation Fund, Provident Fund, LTC, Medical Reimbursement and other benefits as per rules of the Company from time to time.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded for payment of commission to Mr. Karun Ansal, President (Projects) @ 1% per annum of net profit of the Company for each financial year as computed as per the provisions of Section 349 & 350 of the Companies Act, 1956 or as per Section 198 of the Companies Act, 2013, as may be applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to give from time to time such increments to Mr. Karun Ansal in the aforesaid grade, as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee of the Company, the approval of the Company be and is hereby accorded to the re-appointment of Mrs. Neha Ansal as a Part-time Consultant (Business Advisory Services) for a period of 3 years with effect from 1st October, 2014 at a consolidated monthly remuneration of Rs. 1,20,000 w.e.f. 1st October, 2014 with a 10% increase in the remuneration per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all 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 & Construction Limited

S.N. Grover

Addl. V.P. & Company Secretary

Date: 14.08.2014

Registered Office:

15 UGF, Indra Prakash,
21 Barakhamba Road,
New Delhi - 110001

CIN: L45201DL1983PLC016821

Website: www.ansals.com

NOTES:

1. The Explanatory Statement and reasons for proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on 14th August, 2014 has appointed Mr. Abhishek Mittal, Proprietor of Abhishek Mittal & Associates, Practising Company Secretary, New Delhi to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/statement of beneficial ownership maintained by the Depositories namely, National Securities Depository Limited (CDSL) and Central Depository Services (India) Limited (CDSL) as on close of business hours on 22nd August, 2014.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company in respect of shares held in physical form or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Members who have not registered their e-mail addresses will receive this Postal Ballot Notice alongwith the Postal Ballot Form through Post.
6. Kindly note that the Members can opt for only one mode of voting i.e. either by Post or e-voting. If the Members opt for e-voting, then they should not vote by Post and vice versa. However, in case members cast their vote by Post and e-voting, then voting done through e-voting shall prevail and voting done by Post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or duplicate one, then Members may write to the Registrar and Transfer Agent (R&TA) or send an e-mail to delhi@linkintime.co.in. The Company shall forward the same alongwith self addressed pre-paid postage Business Reply Envelope to the Member.
8. All documents referred to in this Postal Ballot Notice and Explanatory 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 Wednesday, the 1st October, 2014.

9. The Postal Ballot Notice is also being published in Business Standard (English and Hindi) New Delhi publication and the same has been uploaded on the Company's website viz. www.ansals.com and www.evoting.com.
10. Voting rights of the Members shall be in proportion to their shares in the total paid up capital of the Company as on Friday, the 22nd August, 2014.

11. Instructions for voting

A. Voting through Physical Postal Ballot Form

- i) A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self addressed pre-paid postage Business Reply Envelope. Postage charges will be borne by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballot will also be accepted.
- ii) The Postal Ballot Form, duly completed and signed by the Member should be returned in the enclosed self-addressed pre-postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Wednesday, the 1st October, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.

B. E-voting facility

In case of members receiving Postal Ballot intimation by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the DP or the Company, please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving the Notice by Post (physical copy):

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Tuesday, the 2nd September, 2014 (10.00 a.m.) and ends on Wednesday, the 1st October, 2014 (5.00 p.m.) (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently

12. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before Monday, the 6th October, 2014 at 4.00 p.m. at the Registered Office of the Company at 15 UGF, Indra Prakash, 21, Barakhamba Road, New Delhi-110 001. The said result will also be intimated to the Stock Exchanges, published in the said newspapers and uploaded on the Company website viz. www.ansals.com.

13. General Instructions:

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members of the Company at their Annual General Meeting held on 27th September, 2007, had granted their approval to the Board of Directors by way of an ordinary resolution under section 293(1)(d) of the Companies Act, 1956 empowering them to borrow upto a maximum sum of Rs. 1000 crores. Sequel to applicability of the new Companies Act, 2013, the aforesaid borrowing powers are required to be renewed/enhanced by the shareholders by means of a special resolution since existing powers shall remain valid until expiry of 1 year from the date of new provisions coming into force. In view of above, it is essential for the Company to get the limit of borrowings of Rs. 1000 crores renewed by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

Item No. 2

The shareholders had authorized the Board of Directors of the Company through a resolution passed in the Annual General Meeting held on 27th September, 2007 to create security on the immovable and movable properties of the Company for securing repayment of loans and other financial assistance not exceeding Rs. 1000 crores. Pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Company is required to get the abovesaid power of the Board for mortgaging and/or charging by the Board of Directors of the Company all the immovable and movable properties of the Company, both present and future in favour of Financial Institutions / Banks for securing the loans and other financial assistance obtained/to be obtained by the Company,

approved/renewed by the shareholders by means of a special resolution. Further, as required by Section 110(1)(a) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the above mentioned resolution is required to be passed through postal ballot process.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval of the shareholders.

Item No. 3

Mr. Karun Ansal, son of Mr. Deepak Ansal, Chairman & Managing Director and younger brother of Mr. Kushagr Ansal, Wholetime Director of the Company is a Bachelor of Science & Marketing from Bentley College, USA and Master of Administration from Elkin B. McCallum Graduate School of Business, Waltham, MA, Bentley College. He has rich experience of working with Deloitte & Touche LLP as Consultant, Enterprise Risk Services and as Vice President (Projects) with Geo Connect Limited. Since, October 2008, he has been working as President (Projects) of Ansal Housing & Construction Limited.

Mr. Karun Ansal was initially appointed as the President (Projects) of the Company with effect from 1st October, 2008 at a basic salary of Rs. 2,00,000 per month in the pay scale of Rs. 2,00,000-50,000-3,50,000-75,000-5,00,000 and the other usual benefits as applicable to the employees occupying the similar positions in the management cadre. The remuneration of Mr. Karun Ansal was further revised by the Shareholders with effect from 1st October, 2012 in their Annual General Meeting held on 26th September, 2012, subject to the requisite approval of the Central Government, in pay scale of Rs. 5,00,000-1,00,000-7,00,000-1,25,000-9,50,000 plus the other usual benefits as applicable to the employees occupying the similar positions in the management cadre. Consequent upon the Shareholders approval, the Company had approached the Government of India, Ministry of Corporate Affairs seeking its approval to the increased remuneration of Mr. Karun Ansal and the Central Government vide its letter dated 16th August, 2013 had approved a total remuneration of Mr. Karun Ansal as under :

Period	Total Remuneration (Rs.)
01.10.2012 to 30.09.2013	85,85,618
01.10.2013 to 30.09.2014	94,44,180
01.10.2014 to 30.09.2015	1,03,88,598

Mr. Karun Ansal has earned all round appreciation for his personal and excellent team work on all the projects of the Company during the period of last around 6 years of his service as President (Projects) of the Company. The overall execution of project work at all sites had gone-up many times alongwith much better execution, planning and quality etc. The number of projects under execution has gone up considerably. In order to motivate him further it is, therefore, considered desirable to suitably recognize his efforts towards overall growth of the Company by way of revising the remuneration paid to Mr. Karun Ansal.

The proposal of revision in remuneration of Mr. Karun Ansal was placed before the Audit Committee in its meeting held on 28th May, 2014 which considered and approved the same and forwarded it to the Nomination and Remuneration Committee of the Company. The Nomination and Remuneration Committee of the Company considered the matter of revision in the remuneration of Mr. Karun Ansal in its meeting held on 13th June, 2014 pursuant to the provisions of Section 178 of the Companies Act, 2013 and recommended the same for approval of the Board and the Shareholders.

None of the Directors except Mr. Deepak Ansal and Mr. Kushagr Ansal, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval of the shareholders.

Item No. 4

The tenure of Mrs. Neha Ansal, daughter-in-law of Mr. Deepak Ansal, Chairman & Managing Director of the Company, as a Part-time Consultant (Business Advisory Services) shall expire on 30th September, 2014. Mrs. Neha Ansal has been working on the said position since 1st October, 2011 and at present she receives a consolidated remuneration of Rs. 1,10,000 per month.

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. 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.

There has been substantial increase in the number and size of the real estate projects being undertaken by the Company after appointment of Mrs. Neha Ansal and she has been contributing her expertise/experience in almost all the projects. Mrs. Neha Ansal has displayed exceptional professional skills, devotion and sincerity in carrying out work in her field. Considering here contribution, it is proposed to re-appoint Mrs. Neha Ansal as the Part-time Consultant (Business Advisory Services) for a period of 3 years with effect from 1st October, 2014 at a consolidated remuneration of Rs. 1,20,000 per month w.e.f. 1st October, 2014 with a 10% increase in remuneration per annum.

The proposal of re-appointment of Mrs. Neha Ansal was placed before the Audit Committee in its meeting held on 28th May, 2014 which considered and approved the same and forwarded it to the Nomination and Remuneration Committee of the Company. The Nomination and Remuneration Committee of the Company considered the matter in its meeting held on 13th June, 2014 pursuant to the provisions of Section 178 of the Companies Act, 2013 and recommended the same for approval of the Board and the Shareholders.

None of the Directors except Mr. Deepak Ansal and Mr. Kushagr Ansal, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

By order and on behalf of the Board
For Ansal Housing & Construction Limited

S.N. Grover

Addl. V.P. & Company Secretary

Date: 14.08.2014

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