

## POSTAL BALLOT NOTICE

Notice is hereby given to the Members (Shareholders) of the Company pursuant to section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 35B of the Listing Agreement to pass the proposed resolution as Special Resolution, with or without modification, as set out below by means of Postal Ballot (including remote e-voting).

The Explanatory Statement pertaining to the proposed Special Resolution setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form for consideration of the members.

### SPECIAL BUSINESS

#### ACCEPTANCE OF DEPOSITS FROM MEMBERS AND PUBLIC UNDER SECTION 73 AND 76 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to provisions of Sections 73 and 76 of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof) read with the Companies (Acceptance of Deposits) Rules, 2014 and subsequent amendment(s) thereof and any other applicable provisions of the Act and rules made there under and Memorandum and Articles of Association of the Company and subject to such conditions, approvals and permissions as may be necessary under the Act or otherwise, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” and shall be deemed to include any Committee thereof for the time being exercising the powers conferred on it by this resolution or such officer/s of the Company, which the Board may constitute/depute to exercise its powers) to invite, accept or renew secured or unsecured deposits or receive money by way of loan or in any other form, from public and/or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms & conditions as the Board of Directors of the Company in their discretion may deem fit and necessary.

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

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

Sd/-

Place: New Delhi  
Date : 18.07.2015

**S.N. Grover**  
**Addl. V.P. & Company Secretary**

### NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members (Shareholders) whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 17<sup>th</sup> July, 2015 i.e. the cut off date. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. The Board of Directors in its meeting held on 27<sup>th</sup> May, 2015 has appointed Mr. Anjani Kumar, Practising Company Secretary, Vaishali, Ghaziabad to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.

4. Members (Shareholders) whose names appear on the Register of Members / List of Beneficial Owners as on 17<sup>th</sup> July, 2015 will be considered for the purpose of voting. Only a Member (Shareholder), having voting rights is entitled to exercise his vote through Postal Ballot (including remote e-voting). A Member (Shareholder) having no voting rights should treat this Notice as an intimation only.
5. The Members (Shareholders) can opt for only one mode of voting, i.e. either by physical ballot or remote e-voting. In case they cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member (Shareholder) is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to swapann@linkintime.co.in. The Registrar and Transfer Agent/ Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member (Shareholder).
7. Voting rights of the Members (Shareholders) shall be in proportion to their shares in the total paid up capital of the Company as on 17<sup>th</sup> July, 2015.
8. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Clause 35B of the Listing Agreement, the Company has provided the facility to the Members (Shareholders) to exercise their votes through remote e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member (Shareholder) cannot exercise his vote by proxy on Postal Ballot.
10. A Member (Shareholder) 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 (Shareholder) sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballot will be accepted.
11. The Postal Ballot Form, duly completed and signed by the Member (Shareholder) should be returned in enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Monday, the 24<sup>th</sup> August, 2015. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member (Shareholder) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director/Officer of the Company duly authorized, at 4.00 P.M. on 26<sup>th</sup> August, 2015 at the registered office and will also be displayed on the website of the Company. The said result will also be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
14. All the material documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 24<sup>th</sup> August, 2015.
15. **The instructions for Members (Shareholders) for remote e-voting are as under:**
  - (A) **In case of Members (Shareholders) receiving e-mail from the Company's Registrar & Share Transfer Agent :**
    - (i) The voting period begins on Friday, the 24<sup>th</sup> July, 2015 at 9.00 A.M. and ends on Monday, the 24<sup>th</sup> August, 2015. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted through remote e-voting would not be entitled to vote by post.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the EVSN for the relevant "Ansal Housing & Construction Limited".
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17<sup>th</sup> July, 2015 may follow the same instructions as mentioned above for e-Voting.

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

Please follow all steps from sl. no. (ii) to sl. no. (xx) above to cast vote.

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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

The Members of the Company in their 30<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2014 had authorized the Board of Directors of the Company to invite/renew and accept deposits from its Members and/or Public pursuant to the provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Consequent to the above said approval of the Members, the Company had issued on 1<sup>st</sup> November, 2014 an advertisement inviting deposits from the Members/ Public which is valid till 30<sup>th</sup> September, 2015.

In compliance of the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, the approval of the Members (Shareholders) by way of Special Resolution is being sought for inviting and accepting/renewal of secured or unsecured fixed deposits beyond 30<sup>th</sup> September, 2015.

The Board of Directors of the Company has approved this item in the Board meeting held on 27<sup>th</sup> May, 2015 and recommends the resolution as set out in the Postal Ballot Notice for approval of Members (Shareholders) of the Company as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice except to the extent of any fixed deposit that may be placed with the Company in future by them or their relatives etc.

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

Sd/-  
Place: New Delhi  
Date : 18.07.2015

**S.N. Grover**  
**Addl. V.P. & Company Secretary**