

## Quarterly Corporate Governance Report

1. Name of Listed Entity: Ansal Housing & Construction Limited								
2. Quarter Ending: 31 <sup>st</sup> March, 2018								
<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure (Years)	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 25(1) of Listing Regulations)	No. of Membership in Audit/ Stakeholder Committee including this Listed Entity (Refer Regulation 26 (1) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this Listed Entity ( Refer Regulation 26 (1) of Listing Regulations )
Mr.	Deepak Ansal	AAAPA3035H 00047971	Chairman & Managing Director (Executive)	01/04/2013	NA	1	1	--
Mr.	Kushagr Ansal	AAJPA4991R 01216563	Whole-time Director (Executive)	01/10/2016	NA	1	1	--
Mr.	Ashok Khanna	AANPK7480R 01510677	Non-Executive & Independent Director	25/09/2014	5	1	1	1*
Mr.	Surrinder Lal Kapur	AFVPK6331G 00033312	Non-Executive & Independent Director	25/09/2014	5	3	2	3*
Mr.	Maharaj Kishen Trisal	AABPT3496Q 00059545	Non-Executive & Independent Director	25/09/2014	5	2	1	--
Mrs.	Divya Ansal	AAAPA3037F 02615427	Non-Executive & Non-Independent Director	14/09/2017	NA	1	--	--

\* A person who happens to be the Chairman as well as a member of the Audit/Stakeholder Committee has been counted while reckoning no. of Chairmanships and not while reckoning memberships of the same committee.



<b>II. COMPOSITION OF COMMITTEES</b>		
<i>Name of Committee</i>	<i>Name of Committee Members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/ Nominee)</i>
1. Audit Committee	Mr. Surrinder Lal Kapur	Chairman - Non-Executive & Independent Director
	Mr. Ashok Khanna	Non-Executive & Independent Director
	Mr. Kushagr Ansal	Whole-time Director-Executive
2. Nomination & Remuneration Committee	Mr. Surrinder Lal Kapur	Chairman - Non-Executive & Independent Director
	Mr. Deepak Ansal	Chairman & Managing Director-Executive
	Mr. Ashok Khanna	Non-Executive & Independent Director
	Mr. Maharaj Kishen Trisal	Non-Executive & Independent Director
3. Risk Management Committee	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. Ashok Khanna	Chairman - Non-Executive & Independent Director
	Mr. Deepak Ansal	Chairman & Managing Director- Executive

<b>III. MEETING OF BOARD OF DIRECTORS</b>		
<i>Date (s) of Meeting ( if any) in the previous Quarter</i>	<i>Date(s) of Meeting (if any) in the Relevant Quarter</i>	<i>Maximum Gap between any two consecutive (in No. of Days)</i>
12/12/2017	13/02/2018 24/03/2018	62 days

<b>IV. MEETING OF COMMITTEES</b>				
<i>Name of Committee</i>	<i>Date(s) of Meeting of the Committee in the Relevant Quarter</i>	<i>Whether requirement of Quorum met (Details)</i>	<i>Date(s) of meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in No. of days</i>
1. Audit Committee	13/02/2018	Yes	12/12/2017	62 days
2. Nomination & Remuneration Committee	24/03/2018	Yes	No meeting held	--
3. Risk Management Committee	NA	NA	NA	NA
4. Stakeholders Relationship Committee	No meeting held	--	No meeting held	--



<b>V. RELATED PARTY TRANSACTIONS</b>	
<i>Subject</i>	<i>Compliance Status (Yes/No/NA)</i>
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>VI. AFFIRMATIONS</b>	
<p>1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.</p> <p>2. The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:</p> <p>a) Audit Committee</p> <p>b) Nomination &amp; Remuneration Committee</p> <p>c) Stakeholders Relationship Committee</p> <p>3. The Committee members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.</p> <p>4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.</p> <p>5. The Report submitted in the previous quarter has been placed before Board of Directors and the Board of Directors has not made any comments/observations/advice.</p>	
Name:	S.N. Grover
Designation:	Addl. V.P. & Company Secretary



## ANNEXURE-II

Annual Corporate Governance Report for the Financial Year 2017-2018

<b>I. Disclosure on website in terms of Listing Regulations</b>		<b>Compliance status</b> (Yes/No/NA) refer note below
<b>Item</b>		
1.	Details of Business	Yes
2.	Terms and conditions of appointment of Independent Directors	Yes
3.	Composition of various Committees of Board of Directors	Yes
4.	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
5.	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
6.	Criteria of making payments to Non-Executive Directors	Yes
7.	Policy on dealing with Related Party Transactions	Yes
8.	Policy for determining 'Material' Subsidiaries	Yes
9.	Details of Familiarization Programmes imparted to Independent Directors	Yes
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling Investor Grievances	Yes
11.	Email address for Grievance Redressal and other relevant details	Yes
12.	Financial Results	Yes
13.	Shareholding Pattern	Yes
14.	Details of agreements entered into with the media companies and/or their associates	N.A.
15.	New name and the old name of the listed entity	N.A.
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
1. Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b) & 25(6)	Yes
2. Board Composition	17(1)	Yes
3. Meeting of Board of Directors	17(2)	Yes
4. Review of Compliance Reports	17(3)	Yes
5. Plans for orderly succession for appointments	17(4)	Yes
6. Code of Conduct	17(5)	Yes
7. Fees/Compensation	17(6)	Yes
8. Minimum Information	17(7)	Yes
9. Compliance Certificate	17(8)	Yes
10. Risk Assessment & Management	17(9)	Yes
11. Performance Evaluation of Independent Directors	17(10)	Yes
12. Composition of Audit Committee	18(1)	Yes
13. Meeting of Audit Committee	18(2)	Yes
14. Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes



15.	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16.	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
17.	Vigil Mechanism	22	Yes
18.	Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
19.	Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
20.	Approval for Material Related Party Transactions	23(4)	Yes
21.	Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	Yes
22.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23.	Maximum Directorship & Tenure	25(1) & (2)	Yes
24.	Meeting of Independent Directors	25(3) & (4)	Yes
25.	Familiarization of Independent Directors	25(7)	Yes
26.	Memberships in Committees	26(1)	Yes
27.	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
28.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29.	Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name: S/N Grover  
 Designation: Addl. V.P. & Company Secretary

