



ANSAL PROPERTIES & INFRASTRUCTURE LIMITED

Registered Office: 115, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110001

Mobile: 91-9871053419, **Tel.:** 011-23353550, 66302269/72

Corporate Identity Number: L45101DL1967PLC004759

Website: www.ansalapi.com; **Email:** shareholderservice@ansalapi.com

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below).

To

The Members (Shareholders) of Ansal Properties & Infrastructure Limited

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (“SS-2”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 02/2022, 21/2021, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 20/2020, 17/2020 and 14/2020 dated the 05th May, 2022, 14th December, 2021, 08th December, 2021, 23rd June, 2021, 31st December, 2020, 28th September, 2020, 15th June, 2020, 05th May, 2020, 13th April, 2020 and 08th April, 2020, respectively (collectively referred to as “MCA Circulars”), it is proposed to seek the consent of the Members (“Shareholders”) of Ansal Properties & Infrastructure Limited (“Company”), for the resolution/s appended herein below through Postal Ballot (“Postal Ballot”) by remote e- voting process (“E-voting”).

The Explanatory Statement pertaining to the proposed resolution/s setting out the material facts and the reasons thereof is annexed hereto along with this Notice for your kind consideration.

In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and the Regulation 44 of the LODR Regulations, the Company is pleased to offer E-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged services of M/s. Link Intime India Private Limited (“Registrar”, “RTA” or “Link Intime”) our Registrar, for facilitating E-voting. The communication of assent/ dissent of the Members on the resolution/s will only take place through the E-voting system.

The E-voting facility is available at the link <https://instavote.linkintime.co.in>. The said Portal for E-voting will remain open for the Members for exercising their voting from Sunday, the 29th May, 2022 at 09:00 a.m. India Standard Time (“IST”) till Monday, the 27th June, 2022 at 05:00 p.m. (IST), both days inclusive. For the process and the manner in which E-voting has to be undertaken by the members, please refer to the instructions for E-voting provided in this Notice.

The Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depository Participants/ Depositories in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, the 20th May, 2022.

Members may note that the Postal Ballot Notice shall also be available on the Company's website www.ansalapi.com, website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited and BSE Limited, at www.nseindia.com and www.bseindia.com, respectively.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier etc., on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for E-voting are appended to the Notice.

The Board of Directors of the Company have appointed APAC & Associates LLP, Company Secretaries {ICSI unique Code no. P2011DE025300}, having its head office at 604-605 PP City Centre, Road no. 44, Pitampura, New Delhi-110034, as the Scrutinizer for conducting the Postal Ballot process (including E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny of Postal Ballot process (including E-voting), will submit his report to the Chairman or any other person authorised by him on Monday, the 27th June, 2022. In addition to the results being communicated to the Stock Exchanges where securities of the Company are listed, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.ansalapi.com and the website of the Registrar on <https://instavote.linkintime.co.in>. Due to the situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESS:

- 1. To consider the proposal to create, issue and allotment of 2,20,00,000 nos. of Warrants, on Preferential basis, to specified Promoter Group entity and Non-Promoter (Public).**

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

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 23, 42 and 62(1) (c) of the Companies Act, 2013 (“the Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures Rules), 2014 and other applicable provisions, if any of the Act (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, and subject to other applicable rules, regulations and guidelines of RBI, Securities and Exchange Board of India (“SEBI”) and/ or the National Stock Exchange of India Limited and BSE Limited (“Stock Exchanges”), where the Equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any one or more of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee/s already constituted or to be constituted by the Board to exercise its powers including the powers conferred hereunder or any officer/s of the Company and/or any person/s authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby accorded to

the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, from time to time, in compliance with Chapter V of the ICDR Regulations ("Preferential Issue"), up to an aggregate of 2,20,00,000 (Two Crores and Twenty Lakhs) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five only) each of the Company ("Warrants"), at an exercise price of Rs. 17/- (Rupees Seventeen only) (including a premium of Rs. 12/-) per Equity share ("Exercise Price"), to following Promoter Group entity and Non-Promoter (Public), in such manner and on such terms and conditions as the Board may deem fit:-

- (a) Up to 88,00,000 (Eighty Eight Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 14,96,00,000 (Rupees Fourteen Crores and Ninety Six Lakhs only) to M/s. Orchid Realtech Private Limited, an Indian Company (PAN: AABCO1850G) having CIN U70100DL2009PTC192235, and its Registered office at Unit No. Half Mezzanine No.2, 15, East of Kailash, Community Centre, Sandhya Deep Building, New Delhi 110065 (**Promoter Group entity**).
- (b) Up to 89,00,000 (Eighty Nine Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 15,13,00,000 (Rupees Fifteen Crores and Thirteen Lakhs only) to M/s. ICP Investments (Mauritius) Limited (PAN: AABCI6657B), a SEBI registered Foreign Venture Capital Investor (Registration no.: IN/FVCI/07-08/94) and having its Registered residence at President Suite 122, 2nd Floor, Harbour Front Building, President John Kennedy Street, Port Louis, Mauritius (**Non-Promoter entity {Public}**).
- (c) Up to 10,00,000 (Ten Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 1,70,00,000 (Rupees One Crore and Seventy Lakhs only) to Smt. Geeta Rajpal (PAN: AETPR7781N) D/o Shri Jagdish Mitera, R/o. A-7, Gulmohar Park, Near Ansal Plaza, Andrewsganj S.O. Andrewsganj, New Delhi-110049 (**Non-Promoter {Public}**).
- (d) Up to 10,00,000 (Ten Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 1,70,00,000 (Rupees One Crore and Seventy Lakhs only) to Shri Naveen Bhalla (PAN: AMMPB5434B) S/o Shri Sudesh Chander Bhalla R/o. A-7, Gulmohar Park, Ansal Plaza, New Delhi-110049 (**Non-Promoter {Public}**).
- (e) Up to 5,00,000 (Five Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 85,00,000 (Rupees Eighty Five Lakhs only) to Smt. Lata Aggarwal (PAN: AEBPA9799M) D/o. Shri Vijay Prakash Jain R/o. H No. 18, Ground Floor Sector-21B, Faridabad, Haryana -121001 (**Non-Promoter {Public}**).
- (f) Up to 11,00,000 (Eleven Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 1,87,00,000 (Rupees One Crore and Eighty Seven Lakhs only) to Shri Sandeep Kohli (Din: 00300767), Chairman and Non-Executive Independent Director (PAN: AHFPK7123E) S/o Shri Satpal Kohli, R/o at S-137, Panchsheel Park, Malviya Nagar, Delhi-110017 (**Non-Promoter {Public}**).
- (g) Up to 3,00,000 (Three Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 51,00,000 (Rupees Fifty One Lakhs only) to Dr. Satish Chandra (Din: 02835841), Non-Executive Independent Director (PAN: AACPC6864E) S/o Shri Ram Dutt, R/o at Flat No. 1501, T-5, Supreme Towers, Sector-99, Noida Gautam Buddha Nagar, Uttar Pradesh- 201304 (**Non-Promoter {Public}**).
- (h) Up to 4,00,000 (Four Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 68,00,000 (Rupees Sixty Eight Lakhs only) to Shri Kulamani Biswal (DIN: 03318539), Non-Executive Independent Director (PAN: ACRPB3527A) S/o. Shri Prahallad Biswal, R/o. 157, Madan Lal Block, Asian Games Village, South Delhi-110049 (**Non-Promoter {Public}**).

(Hereinafter individually or collectively referred to as "Investors" or "Allottees")

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations

the "Relevant Date" for the purpose of calculating the Exercise Price of the Warrants be and is hereby fixed as Friday, the 27th May, 2022, being the weekday, which is 30 days prior to the date on which the Special Resolution shall be deemed to be passed, i.e. Monday, the 27th June, 2022 (i.e. last date of E-voting).

RESOLVED FURTHER THAT the aforesaid Warrants shall be issued subject to the following terms and conditions:

- (i) the Warrants shall be allotted to the Investors, in dematerialized form, within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.
- (ii) the fully paid up Equity shares to be allotted pursuant to the conversion of Warrants shall be completed within 15 days from the date of exercise of option by the Investors and shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing fully paid-up Equity shares of the Company with respect to Dividend and voting Rights etc.
- (iii) an amount, in cash, equivalent to 25% of the Exercise Price shall be payable on or before allotment of Warrants and the balance 75% of the Exercise Price shall be payable on or before exercise of the entitlement attached to such Warrants by the Investors from their bank account, and in case Warrant holder does not exercise option to take Equity shares against any of the Warrants held by the Warrant holder, the consideration already paid in respect of such Warrants shall be forfeited by the Company.
- (iv) the monies received by the Company from the Investors pursuant to the Preferential Issue shall be kept by the Company in separate bank account/s opened/designated by the Company for this purpose and shall be utilised in terms of the provisions of the Companies Act, 2013 and rules made there under.
- (v) the entire pre-preferential allotment Equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- (vi) the Warrants and/or the Equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in as provided under the provisions of Chapter V of the ICDR Regulations.
- (vii) Warrants so allotted under this Resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (viii) the Warrants shall be convertible into Equity shares, in one or more tranches, from time to time, within a period of 18 months from the date of allotment, and the number of Equity shares that each Warrant gets converted into and the Exercise price shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues and stock split etc.
- (ix) the Board is empowered to decide and approve the other terms and conditions of the Preferential Issue subject to agreement with the Investors and in compliance with the provision of Chapter V of the ICDR Regulations.

RESOLVED FURTHER THAT if required, the existing Directors Committee be and is hereby authorized to issue and allot the Warrants and /or Equity shares upon exercise of the entitlement attached to the Warrants subsequent to the approval of the members of the Company and/ or Regulatory Authorities in this regard, and, to take all incidental and consequential actions on such issue and allotment, and thereafter.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Investors through private placement offer letter in Form No. PAS-4 or any other form/ document etc. as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment

of Warrants and /or Equity shares upon exercise of the entitlement attached to the Warrants, the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, filing application/s, submission of information/documents/instructions, execution of corporate actions, issuing clarification on the offer, as may be required for seeking all applicable regulatory approvals/ filings, to give effect to the issue and allotment of Warrants, as they may, in their absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive and confirm the advance subscription from the proposed Allottees, to issue and allot Equity shares to be allotted upon conversion of the Warrants, listing of Equity shares at Stock Exchanges, where the Equity shares of the Company are listed as per the terms and conditions of LODR Regulations and other applicable Guidelines, Rules and Regulations, issuing certificates/ clarifications, and, entering into contracts, arrangements, agreements, including share subscription agreements, documents in connection with and incidental thereto and to resolve all questions and doubt that may arise with respect to the offer, issue and allotment of Warrants and / or Equity shares upon conversion of Warrants, and to authorize all such person(s) as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and that the decision of the Board shall be final and conclusive.

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

2. To approve the appointment of Shri Sandeep Kohli (DIN: 00300767) as Chairman and Non-Executive Independent Director of the Company.

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

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), and Articles of Association of the Company, Shri Sandeep Kohli (DIN: 00300767), who has been appointed as an Additional Director on the Board of Directors of the Company (the Board) on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meetings held on the 26th May, 2022 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI’s Order or any other authority, be and is hereby appointed as Non-Executive Independent Director of the Company (not liable to retire by rotation) for a term of 03 (Three) years w.e.f. the 26th May, 2022 till the 25th May, 2025 with NIL remuneration.

RESOLVED FURTHER THAT Shri Sandeep Kohli be designated as Chairman of the Company while holding the position of Non-Executive Independent Director.

RESOLVED FURTHER THAT Shri Sandeep Kohli shall be entitled to sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of profits of the Company arising in any financial year, in future and/or continuation of profit thereafter or in the event of inadequacy of profits, remuneration, as may be decided, be paid to Shri Sandeep Kohli, and such remuneration shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Companies Act, 2013 and Rules made there under as existing from time to time and shall be subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company without being required to seek any fresh approval of the members of the Company.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby

authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

3. To approve the appointment/re-designation of Shri Anoop Sethi (DIN: 01061705) as Managing Director and Chief Executive Officer of the Company.

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

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 196, 197, 203 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), and, provisions of the Articles of Association of the Company, as amended, from time to time, Shri Anoop Sethi (DIN: 01061705), who was appointed as a Whole Time Director and Chief Executive Officer of the Company (liable to retire by rotation) w.e.f the 11th February, 2022 for a period of 03 (three) years with NIL Remuneration and whose appointment was approved by the members through postal ballot on the 14th March, 2022, be and is hereby appointed/ re- designated as Managing Director and Chief Executive Officer of the Company w.e.f the 26th May, 2022 on the recommendation and approval by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 26th May, 2022.

RESOLVED FURTHER THAT all other terms and conditions of his appointment under the previous designation as Whole Time Director and Chief Executive Officer, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their respective meetings held on the 11th February, 2022 and approved by the members through postal ballot on the 14th March, 2022 shall remain unchanged.”

Regd. Office:

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

By and on behalf of the Board of Directors
for **Ansal Properties & Infrastructure Limited**

Sd/-
(ABDUL SAMI)
General Manager (Corporate Affairs)
& Company Secretary
FCS- 7135

Date: 26th May, 2022

Place: New Delhi

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 36(3) of LODR Regulations, setting out the material facts and reasons for the resolution/s in respect of the business set out above is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to all those Members whose email addresses are registered with the Company/Depository Participant / Depository, in accordance

with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, the 20th May, 2022.

3. The voting rights of Members shall be in proportion to their share of the paid up Equity share capital of the Company as on the cut-off date i.e. the Friday, the 20th May, 2022. Member having no voting rights should treat this Notice as an intimation only.
4. The Portal for remote electronic voting (“E-Voting”) will remain open for the Members for exercising their voting from Sunday, the 29th May, 2022 at 09:00 a.m. India Standard Time (“IST”) till Monday, the 27th June, 2022 at 05:00 p.m. (IST) (“conclusion time”), both days inclusive. Please note that E-voting module will be disabled for voting by Link Intime India Private Limited after the said conclusion time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on Friday, the 20th May, 2022 (“cut-off date”), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. The resolution/s, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. Monday, the 27th June, 2022.
6. All documents referred to in the Notice have been posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 27th June, 2022.
7. Members who have not yet registered their e-mail address are requested to get their e-mail addresses admitted by following the procedure given below:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at shareholderservice@ansalapi.com or to Link Intime India Private Limited, at shamwant.kushwah@linkintime.co.in or shareholders can update their email address through the link viz. https://linkintime.co.in/emailreg/email_register.html
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

In term of the SEBI’s circular dated the 03rd November, 2021, it is mandatorily required for all members holding shares in physical mode to furnish, PAN, KYC details (Address proof, Bank details, E-mail address and Mobile number) and nomination for all eligible folios to the RTA. The folios wherein any of the cited documents/ details are not made available on or after 01st April, 2023, shall be frozen by the RTA.

8. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 and the Regulation 44 of the LODR Regulations, the Company is pleased to offer remote E-voting facility to all the members of the Company to enable the members (shareholders) to cast their votes electronically on resolution set forth in this Postal ballot Notice.
9. **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated 09th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

A. Individual Shareholders holding securities in demat mode with NSDL:

- 1 Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdli.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Ansal Properties & Infrastructure Limited or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

- 2 If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.
- 3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Ansal Properties & Infrastructure Limited or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

B. Individual Shareholders holding securities in demat mode with CDSL:

- 1 Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 2 After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- 3 If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- 4 Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

C. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Ansal Properties & Infrastructure Limited or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- 1 Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio

Number registered with the Company.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice (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).
 - Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT FOR ITEMS AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF LODR REGULATIONS SETTING OUT ALL MATERIAL FACTS

Item no.1 (Special Resolution)

In order to meet the fund requirements for the purposes of (a) Working capital (b) Construction activities and purchase of land in various existing and/ or new projects of the Company and (c) Repayment of existing debt of the Company and for other general corporate purposes etc., the Board of Directors of the Company ("Board") at their meeting held on the 26th May, 2022, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, from time to time, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("ICDR Regulations"), up to an aggregate of 2,20,00,000 (Two Crores and Twenty Lakhs) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five only) each of the Company ("Warrants"), at an exercise price of Rs. 17/- (Rupees Seventeen only) (including a premium of Rs. 12/-) per Equity share ("Exercise Price"), to following Promoter Group entity and Non-Promoter (Public) :-

- a. Up to 88,00,000 (Eighty Eight Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 14,96,00,000 (Rupees Fourteen Crores and Ninety Six Lakhs only) to M/s. Orchid Realtech Private Limited, an Indian Company (PAN: AABCO1850G) having CIN U70100DL2009PTC192235, and its Registered office at Unit No. Half Mezzanine No.2, 15, East of Kailash, Community Centre, Sandhaya Deep Building, New Delhi 110065 (**Promoter Group entity**).
- b. Up to 89,00,000 (Eighty Nine Lakhs) nos. of Warrants at Exercise Price, for a cash

consideration, aggregating to Rs. 15,13,00,000 (Rupees Fifteen Crores and Thirteen Lakhs only) to M/s. ICP Investments (Mauritius) Limited (PAN: AABC16657B), a SEBI registered Foreign Venture Capital Investor (Registration no.: IN/FVCI/07-08/94) and having its Registered residence at President Suite 122, 2nd Floor, Harbour Front Building, President John Kennedy Street, Port Louis, Mauritius **(Non-Promoter entity {Public})**.

- c. Up to 10,00,000 (Ten Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 1,70,00,000 (Rupees One Crores and Seventy Lakhs only) to Smt. Geeta Rajpal (PAN: AETPR7781N) D/o Shri Jagdish Mitera, R/o. A-7, Gulmohar Park, Near Ansal Plaza, Andrewsganj S.O. Andrewsganj, South Delhi, New Delhi-110049 **(Non-Promoter {Public})**.
- d. Up to 10,00,000 (Ten Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 1,70,00,000 (Rupees One Crore and Seventy Lakhs only) to Shri Naveen Bhalla (PAN: AMMPB5434B) S/o Shri Sudesh Chander Bhalla R/o. A-7, Gulmohar Park, Ansal Plaza, South Delhi, New Delhi-110049 **(Non-Promoter {Public})**.
- e. Up to 5,00,000 (Five Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 85,00,000 (Rupees Eighty Five Lakhs only) to Smt. Lata Aggarwal (PAN: AEBPA9799M) D/o. Shri Vijay Prakash Jain R/o. H No. 18, Ground Floor Sector-21B, Faridabad, Haryana -121001 **(Non-Promoter {Public})**.
- f. Up to 11,00,000 (Eleven Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 1,87,00,000 (Rupees One Crore and Eighty Seven Lakhs only) to Shri Sandeep Kohli (Din: 00300767), Chairman and Non-Executive Independent Director (PAN: AHFPK7123E) S/o Shri Satpal Kohli, R/o at S-137, Panchsheel Park, Malviya Nagar, S.O. , South Delhi, Delhi-110017 **(Non-Promoter {Public})**.
- g. Up to 3,00,000 (Three Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 51,00,000 (Rupees Fifty One Lakhs only) to Dr. Satish Chandra (Din: 02835841), Non-Executive Independent Director (PAN: AACPC6864E) S/o Shri Ram Dutt, R/o at Flat No. 1501, T-5, Supreme Towers, Sector-99, Noida Gautam Buddha Nagar, Uttar Pradesh- 201304 **(Non-Promoter {Public})**.
- h. Up to 4,00,000 (Four Lakhs) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 68,00,000 (Rupees Sixty Eight Lakhs only) to Shri Kulamani Biswal (DIN: 03318539), Non-Executive Independent Director (PAN: ACRPB3527A) S/o. Shri Prahallad Biswal, R/o. 157, Madan Lal Block, Asian Games Village, South Delhi-110049 **(Non-Promoter {Public})**.

The disclosures in accordance with the Act and Chapter V of the ICDR Regulations and other applicable provisions are as follows:-

1. The object/purpose of the Preferential Issue:

The proceeds of the Preferential Issue are proposed to be used by the Company to meet the fund requirements for the purposes of (a) Working capital (b) Construction activities and purchase of land in various existing and/ or new projects of the Company and (c) Repayment of existing debt of the Company and for other general corporate purposes.

2. Maximum Number of Specified Securities to be issued.

The Special Resolution authorises the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, from time to time, in compliance with ICDR Regulations, up to an aggregate of 2,20,00,000 (Two Crores and Twenty Lakhs) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5 (Rupees Five only) each of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

3. Intention of Promoters/Directors/Key Management Personnel of the Company to subscribe to the preferential Issue:

Apart from M/s. Orchid Realtech Private Limited, promoter group entity, Shri Sandeep Kohli (Din: 00300767), Chairman and Non-Executive Independent Director, Dr. Satish Chandra (Din: 02835841), Non-Executive Independent Director and Shri Kulamani Biswal (DIN: 03318539), Non-Executive Independent Director, to whom up to 88,00,000 (Eighty Eight Lakhs), 11,00,000 (Eleven Lakhs), 300000 (Three Lakhs) and 400000 (Four Lakhs) nos. of Warrants to be issued, respectively, none of other Promoter/Promoter group nor any Director/Key Management Personnel of the Company intend to subscribe to the Preferential Issue. None of the Directors or Promoters are fugitive economic offenders as defined under the ICDR Regulations.

4. Shareholding pattern of the Company before and after the preferential issue of Equity shares:

The Equity shareholding pattern of the Company pre and post preferential issue is as follows:

	Category	Pre Preferential Shareholding Pattern as on 20 th May, 2022		Post Preferential issue Shareholding Pattern	
		Pre Preferential issue Shareholding Pattern *	Pre Preferential Issue Shareholding %	Post Preferential Issue Shareholding**	Post preferential Issue shareholding %
A	PROMOTERS GROUP SHAREHOLDING				
1	Indian				
(a)	Individuals / Hindu Undivided Family	50841099	32.30	50841099	28.34
(b)	Central Government / State Government(s)	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0
(d)	Any Other (Specify) (M/s. Orchid Realtech Private Limited)***	25927385	16.47	34727385	19.36
	Sub Total (A)(1)	76768484	48.77	85568484	47.70
2	Foreign	0	0	0	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	76768484	48.77	85568484	47.70
B	Public (Non-promoter's holding)				
B.1	Institutions				
(a)	Mutual Fund	2600	0.00	2600	0.00
(b)	Venture Capital Funds	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0
(d)	Foreign Venture Capital Investors (M/s. ICP Investments (Mauritius) Limited)***	0	0	8900000	4.96
(e)	Foreign Portfolio Investor	2774868	1.76	2774868	1.55
(f)	Financial Institutions / Banks	1935906	1.23	1935906	1.08
(g)	Insurance Companies	792677	0.51	792677	0.44
(h)	Provident Funds/ Pension Funds	0	0	0	0
(i)	Any Other (Specify)	0	0	0	0
	Sub Total (B)(1)	5506051	3.50	14406051	8.03

	Category	Pre Preferential Shareholding Pattern as on 20 th May, 2022		Post Preferential issue Shareholding Pattern	
		Pre Preferential issue Shareholding Pattern *	Pre Preferential Issue Shareholding %	Post Preferential Issue Shareholding**	Post preferential Issue shareholding %
B.2	Central Government/ State Government(s)/ President of India	900	0.00	900	0.00
B.3	Non-Institutions				
(a)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	21691718	13.78	21691718	12.09
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.***	32132318	20.41	36432318	20.31
(b)	NBFCs registered with RBI	10300	0.01	10300	0.01
(c)	Trust Employee	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0
(e)	Any Other (Specify)				
	Hindu Undivided Family	4410577	2.80	4410577	2.46
	Non Resident Indians	941897	0.60	941897	0.53
	Clearing Member	109806	0.07	109806	0.06
	Bodies Corporate	15015604	9.54	15015604	8.37
	Sub total (any Other i.e. (e))	817221	0.52	817221	0.46
	Sub Total (B)(3)	75129441	47.73	79429441	44.27
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	80636392	51.23	93836392	52.30
C	Shareholding pattern of the Non Promoter-Non Public shareholder				
1	Custodian/DR Holder	0	0	0	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0
	GRAND TOTAL (A+B+C) TOTAL EQUITY	157404876	100.00	179404876	100.00

* The pre- issue shareholding pattern of the Company is as on the 20th May, 2022, being the last available BENPOS as on the date of this Notice

** Assuming no change in pre- issue shareholding pattern of the Company except conversion of 2,20,00,000 (Two Crores and Twenty Lakhs) nos. of Warrants into equivalent nos. of Equity shares of the Company, proposed to be issued under present Preferential Issue

*** Orchid Realtech Private Limited (Orchid), a Promoter Group entity and Non-Promoter (Public) viz. ICP Investments (Mauritius) Limited (ICP), Shri Sandeep Kohli (Din: 00300767), Chairman and Non-Executive Independent Director, Dr. Satish Chandra (Din: 02835841), Non-Executive Independent Director, Shri Kulamani Biswal (DIN: 03318539), Non-Executive Independent Director, Smt. Geeta Rajpal, Shri Naveen Bhalla and Smt. Lata Aggarwal, having pre preferential issue holding of 30,000 Equity shares (0.02%), Nil (0.00%), Nil (0.00%), Nil (0.00%), Nil (0.00%), Nil (0.00%), 8430 (0.00%), 20000 (0.01%) and Nil (0.00%), respectively. The post preferential issue holding of Orchid, ICP, Shri Sandeep Kohli, Dr. Satish Chandra, Shri Kulamani

Biswal, Smt. Geeta Rajpal, Shri Naveen Bhalla and Smt. Lata Aggarwal, shall be 88,30,000 Equity shares (4.92%), 89,00,000 (4.96%), 11,00,000 (0.61%), 3,00,000 (0.17%), 4,00,000 (0.22%), 10,08,430 (0.56%), 10,20,000 (0.57%) and 5,00,000 (0.28%), respectively assuming conversion of all Warrants into Equity shares of the Company.

5. Proposed time within which preferential issue shall be completed:

In terms of ICDR Regulations, the Warrants shall be allotted to Investors under the proposed Preferential Issue within a period of 15 days from the date of passing a Special Resolution by the members.

Provided further that where the issue and allotment is pending on account of pendency of any approval by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges or other concerned authorities.

6. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue and the current and proposed status of the allottee(s) post the Preferential issue:

Sr. No.	Name and Address of the proposed allottee(s)	Category/Status of Investor (Promoter/ Non-promoter)		Name/PAN of ultimate beneficial owners of proposed allottee(s)	Pre-preferential holding & (%) (as on date of this Notice i.e. 26 th May, 2022)	No. of Equity shares proposed to be issued under present preferential issue*	Percentage of post preferential issue capital*
		Current	Proposed				
1	M/s. Orchid Realtech Private Limited, Unit No. Half Mezzanine No.2, 15, East of Kailash, Community Centre, Sandhaya Deep Building, New Delhi 110065	Promoter Group	Promoter Group	Smt. Sheetal Ansal (PAN: ABMPA2357H) and Smt. Kusum Ansal (PAN: AAKPA4065H)	30,000 (0.02%)	88,00,000	4.92
2	M/s. ICP Investments (Mauritius) Limited, President Suite 122, 2nd Floor, Harbour Front Building, President John Kennedy Street, Port Louis, Mauritius	NA	Non-Promoter	Shri Anoop Sethi (PAN: DEUPS8870H)	Nil (0.00%)	89,00,000	4.96
3	Smt. Geeta Rajpal R/o. A-7, Gulmohar Park, Near Ansal Plaza, Andrewsganj S.O. Andrewsganj, New Delhi-110049	Non-Promoter	Non-Promoter	AETPR7781N	8430 (0.01%)	10,00,000	0.56

4	Shri Naveen Bhalla R/o. A-7, Gulmohar Park, Ansal Plaza, New Delhi-110049	Non- Promoter	Non- Promoter	AMMPB5434B	20000 (0.01%)	10,00,000	0.57
5	Smt. Lata Aggarwal R/o. H No. 18, Ground Floor Sector-21B, Faridabad, Haryana -121001	Non- Promoter	Non- Promoter	AEBPA9799M	Nil (0.00%)	5,00,000	0.28
6	Shri Sandeep Kohli (Din: 00300767), Chairman and Non-Executive Independent Director R/o S-137, Panchsheel Park, Malviya Nagar, Delhi-110017	NA	Non- Promoter	AHFPK7123E	Nil (0.00%)	11,00,000	0.61
7	Dr. Satish Chandra (Din: 02835841) Non-Executive Independent Director R/o Flat No. 1501, T-5, Supreme Towers, Sector-99, Noida Gautam Buddha Nagar, Uttar Pradesh- 201304	NA	Non- Promoter	AACPC6864E	Nil (0.00%)	3,00,000	0.17
8	Shri Kulamani Biswal (DIN: 3318539), Non-Executive Independent Director R/o 157, Madan Lal Block, Asian Games Village, Delhi-110049	NA	Non- Promoter	ACRPB3527A	Nil (0.00%)	4,00,000	0.22

* Assuming conversion of 2,20,00,000 (Two Crores and Twenty Lakhs) nos. of Warrants, proposed to be issued under present preferential issue, into equivalent nos. of Equity shares of the Company.

As a result of the proposed Preferential Issue of Warrants and upon conversion of the Warrants in to Equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

7. Re-computation of Exercise Price and its payment:

Since the Company's Equity shares are frequently traded and have been listed on a recognized Stock Exchanges for more than 90 Trading Days as on the Relevant Date, there is no need for the Company to re-compute the price of the Warrants and the Equity shares to be allotted pursuant to the entitlement attached to Warrants in compliance to Regulation 164(3) of ICDR Regulations. Therefore, the Company is not required to submit the undertakings specified under the Regulations 163(1)(g) & 163(1)(h) of the ICDR Regulations for the purpose of re-computation of price and the amount payable on re-computation of price.

8. Disclosure pertaining to willful defaulters/ fraudulent borrower:

The details pertaining to willful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same.

9. Exercise Price:

The Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs.5/- (Rupees Five only) each of the Company ("Warrants") shall be allotted, at an Exercise Price of Rs. 17/- (Rupees Seventeen only) (including a premium of Rs. 12/-) per Equity share, which is higher than the minimum price of Rs. 16.46/- (Rupees Sixteen and Forty Six Paise only) determined in compliance with Chapter V of the ICDR Regulations.

10. Basis of which price has been arrived and Relevant Date:

In terms of Regulation 161 of ICDR Regulations, the Relevant Date has been reckoned as the 27th May, 2022, for the purpose of determination of the Exercise Price of Warrants and the Equity shares to be allotted upon conversion.

In compliance with LODR Regulation, the minimum issue price per Warrant is higher of the price determined through following methods:

- a) The Equity shares of the Company are listed on both National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are frequently traded as per provisions of ICDR Regulations. For the purpose of computation of the price, National Stock Exchange of India Limited, the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the Relevant date has been considered. In terms of the provisions of Regulation 164 of the ICDR Regulations, the minimum price at which the Warrants may be issued computes to Rs. 16.46/- - each.
- b) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on Preferential basis.

The Board has approved the Exercise price for the Preferential Issue at Rs. 17/- (Rupees Seventeen only) (including a premium of Rs. 12/-) per Warrant, which is higher than the minimum price of Rs. 16.46/- (Rupees Sixteen and Forty Six Paise only).

11. Lock in period:

The Warrants and the Equity shares to be allotted pursuant to the entitlement attached to Warrants shall be subject to lock-in as per the provisions of Chapter V of the ICDR Regulations.

Further, the entire pre-preferential allotment equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.

12. Practicing Company Secretary's Certificate:

The certificate from M/s PI & Associates, (FRN: P2014UP035400), being the Practicing Company Secretary, (Membership no. F11685 and PCS no. 16274) certifying that the Preferential Issue is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, shall be made available for inspection on the website of the Company at <https://www.ansalapi.com/> up to the 27th June, 2022.

13. Other Disclosures:

- a. The Investors have not sold any Equity shares of the Company in the last 90 trading days preceding the Relevant Date.
- b. The Warrants by itself does not give to the Warrant holder(s) any rights of the members of the Company.

- c. The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity shares of the Company are listed.
- d. This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder and in accordance with the provisions of the Chapter V of ICDR Regulations, approval of the Members is required for the proposed preferential issue, by way of passing a Special Resolution. Therefore, the Board, recommends the Special Resolution as set out Item No. 1 in the accompanying Notice for your approval.

All documents referred to in the Resolution shall be posted on the website of the Company and will be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 27th June, 2022.

Your Directors recommend passing the proposed Resolution as set out in Item No. 1 as a Special Resolution.

Save and except Shri Pranav Ansal (Din: 00017804), Shri Sandeep Kohli (Din: 00300767), Dr. Satish Chandra (Din: 02835841), Shri Kulamani Biswal (DIN: 03318539) and Shri Anoop Sethi (Din: 01061705), none of the other Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise in the proposed Special Resolution.

Item no.2 (Ordinary Resolution)

The Board of Directors of the Company (Board), on the recommendation and approval of the Nomination and Remuneration Committee at their respective meetings held on the 26th May, 2022 and pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act), and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (LODR Regulations), and Articles of Association of the Company, have appointed/ designated Shri Sandeep Kohli (DIN: 00300767), as Non-Executive Independent Director of the Company (not liable to retire by rotation) for a period of 03 (Three) consecutive years commencing from the 26th May, 2022 to the 25th May, 2025, with NIL remuneration and other terms and conditions, as recommended and approved by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on the 26th May, 2022. He is also be designated as Chairman of the Company while holding the position of Non-Executive Independent Director. The appointment is subject to the approval of the Members, by way of passing an Ordinary Resolution.

Shri Sandeep Kohli (DOB: 04th February, 1957) is an MBA from University of Delhi with a vast experience of over 40 years in different industries. He effectively launched several iconic brands in India in the Food and Beverages (F&B) space. He is also responsible for the success of various green field real estate projects and was an advisor to a Real Estate Fund. He is also an Entrepreneur and has mentored numerous startups in F&B and hospitality industry one of which was successfully listed.

Pursuant to Section 161 of the Act read with Article 105 of the Articles of Association of the Company, Shri Sandeep Kohli, being an Additional Director, hold the office up to the date of Annual General Meeting to be held on or before the 30th September, 2022. Notice has been received from the member of the Company signifying his intention to propose him as candidate for the office of Director of the Company.

Shri Sandeep Kohli who is highly experienced in diverse fields {such as Management, Finance, Legal and Entrepreneurship etc.} and qualified, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Listing Regulations and that he is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority. Moreover, he is also not disqualified to become the director under the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations for appointment as Chairman and

Non- Executive Independent Director and he is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Shri Sandeep Kohli, as Chairman and Non- Executive Independent Director is now being placed before the Members, through this Postal Ballot Notice for approval.

The resume, terms and conditions of appointment of Shri Sandeep Kohli, as a Chairman and Non- Executive Independent Director as well as the Memorandum & Articles of Association of the Company shall be posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 27th June, 2022.

Shri Sandeep Kohli is not holding any directorship/membership of a committee in any other listed company. He does not hold any share of the Company and is not related to any director on the Board of the Company. He has attended one Board Meeting on 26th May, 2022, in which he was appointed as Chairman and Non-Executive Independent Director.

Your Directors recommend passing the proposed Resolution given in item no. 02 as an Ordinary Resolution.

Except Shri Sandeep Kohli, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in this proposed Ordinary Resolution.

Item no.3 (Ordinary Resolution)

Shri Anoop Sethi (DIN: 01061705), who pursuant to the provisions of Sections 149, 196, 197 and 203 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, (“LODR Regulations”) and, provisions of the Articles of Association of the Company, as amended from time to time, was appointed with effect from the 11th February, 2022, as Whole Time Director and Chief Executive Officer (CEO) of the Company, for a period of 03 years, (liable to retire by rotation) with NIL remuneration and other terms and conditions, as recommended and approved by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on the 11th February, 2022, and approved by the members through postal ballot on the 14th March, 2022, is appointed/re-designated as Managing Director and CEO of the Company by the Board of Directors at their meeting held on the 26th May 2022 on the recommendation of the Nomination and Remuneration Committee at its meeting held on the 26th May 2022, subject to the approval of the members of the Company.

Shri Anoop Sethi (DIN: 01061705), who holds the degree of MBA from Mumbai University (1993) and a Bachelor’s Degree in Commerce from St. Xavier’s College, Kolkata, is an eminent professional, has over 23 years of investment, securities broking and investment research experience in Asian equities, with a focus on India along with hands-on experience in running a real estate portfolio company as a Director. He was involved in originating and investing, in the Listed and private securities market.

In the opinion of the Board, he fulfills the conditions specified in the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations for appointment/re-designation as Managing Director and CEO of the Company.

In compliance with the provisions of Section 196 read with Schedule V of the Act, approval of the members is required for the appointment/ re-designation of Shri Anoop Sethi, as Managing Director and CEO of the Company, by way of passing an Ordinary Resolution.

Shri Anoop Sethi is not holding any directorship/membership of a committee in any other listed company. He does not hold any shares of the Company and is not related to any other director on the Board of the Company. He has attended two Board meetings viz. 11th February, 2022 and 26th May 2022.

The resume, terms and conditions of appointment/re-designation of Shri Anoop Sethi, as Managing Director and CEO of the Company as well as the Memorandum & Articles of Association of the

Company shall be posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 27th June, 2022.

Your Directors recommend passing the proposed Resolution as set out in item no. 3 as an Ordinary Resolution.

Save and except Shri Anoop Sethi (DIN: 01061705), none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in this proposed Ordinary Resolution.

Regd. Office:

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

By and on behalf of the Board of Directors
for **Ansal Properties & Infrastructure Limited**

Sd/-
(ABDUL SAMI)
General Manager (Corporate Affairs)
& Company Secretary
FCS- 7135

Date: 26th May, 2022

Place: New Delhi