

Ref No.: SECY/S-16/2024

02<sup>nd</sup> September, 2024

BSE Ltd.  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400001  
Ph. No.: 022-22723121

**Scrip Code - 507828**

**Subject: Notice of 40<sup>th</sup> Annual General Meeting (AGM) of members of Ansal Housing Limited (the "Company")**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

This is to inform you that the 40<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on **Wednesday, 25<sup>th</sup> September, 2024 at 04.00 P.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The Notice of the AGM, has being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories.

The Company has provided the facility to cast vote electronically, through the remote evoting and e-voting at the AGM, on all the resolutions set forth in the AGM Notice to the Shareholders who are holding shares of the Company as on the Cut-off date i.e., **Wednesday, 18<sup>th</sup> September, 2024.**

The Remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	Sunday, 22 <sup>nd</sup> September, 2024 (09:00 A.M. IST)
End of remote e-Voting	Tuesday, 24 <sup>th</sup> September, 2024 (05:00 P.M. IST).

The Shareholders are requested to refer the notes to AGM Notice for detailed instructions relating to the e-Voting and attending the virtual AGM.

In compliance of the aforesaid Regulation, a copy of the Notice of the AGM for the FY 2023-24, as sent to the shareholders through electronic mode, is attached herewith and is also available on the Company's website at <https://www.ansals.com>.

This is for your information and records.

Thanking you.  
Yours faithfully,  
**For Ansal Housing Limited**

**Shalini Talwar**  
**(Company Secretary)**  
**M.No.: A46139**

Encl.: As above

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**Ansal Housing Limited**

— An ISO 9001:2015 Company —

(Formerly known as Ansal Housing &amp; Construction Ltd.)

Regd. Office : 606, 6th Floor, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001, Ph. : 91-11-23317466, 23315108

Head Office : GF - SR - 18, Ansal Plaza, Sector - 1, Vaishali, Ghaziabad, U.P. - 201010. Ph. : 91-120-3854000, 4195100

E-mail : ahl@ansals.com Website : www.ansals.com  www.facebook.com/AnsalsHousing CIN : L45201DL1983PLC016821

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, the 25<sup>th</sup> day of September, 2024 at 04.00 P.M. (IST), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024 together with Board's Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024.
2. To appoint a director in place of Mr. Kushagr Ansal (having DIN: 01216563) who retires from the office by rotation and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution.  
**"RESOLVED THAT** pursuant to the provisions of Sections 177, 178, 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approval of the lenders and the Articles of Association of the Company and subject

to such other approval(s), consent(s) and permission(s), as may be required and subject to such conditions as may be imposed by any authority while granting such approval(s), consent(s) or permission(s) and as may be agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Kushagr Ansal (DIN: 01216563) re-designated as the Managing Director & Chief Executive Officer of the Company, liable to retire by rotation, for a period of 3 years commencing from 01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027, upon the terms and conditions including remuneration set out in the explanatory statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and the terms of remuneration in such manner and as may be acceptable to Mr. Kushagr Ansal, subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any

Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. U. Tiwari & Associates, Cost Accountants (Firm Registration No. 100452) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2025, be paid a total remuneration of 1,10,000/- (Rupees One Lakh Ten Thousand only), plus applicable taxes and out of pocket expenses as recommended by the Audit Committee of the Company.

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

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

## **Registered Office:**

606, 6<sup>th</sup> Floor, Indra Prakash,  
21 Barakhamba Road,  
New Delhi – 110001  
CIN: L45201DL1983PLC016821  
Website: [www.ansals.com](http://www.ansals.com)  
**Date: 13<sup>th</sup> August, 2024**  
**Place: Vaishali, Ghaziabad**

**Sd/-  
(Shalini Talwar)  
Company Secretary  
M. No. : A46139**

## IMPORTANT NOTES:

1. An Explanatory Statement as required under Section 102 of the Act in respect of the business under Item No. 3 and 4 of the Notice convening the Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on 13<sup>th</sup> August, 2024 considered that the special business under Item No. 3 and 4, being considered unavoidable, be transacted at the 40<sup>th</sup> AGM of the Company.
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020, 10/2022 and 09/2023 dated 5<sup>th</sup> May 2020, 28<sup>th</sup> December 2022 and 25<sup>th</sup> September 2023, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct AGM through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these MCA Circulars, SEBI Circulars, provisions of the Act and the Listing Regulations, the 40<sup>th</sup> AGM of the Company is being held through VC/ OAVM on Wednesday, the 25<sup>th</sup> day of September, 2024 at 4.00 P.M (IST). The deemed venue for the AGM will be the Registered Office of the Company i.e. 606, 6<sup>th</sup> Floor, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 40<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 40<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 40<sup>th</sup> AGM.
4. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. In line with the MCA Circulars and SEBI Circulars, the Notice of the 40<sup>th</sup> AGM will be available on the website of the Company at [www.ansals.com](http://www.ansals.com), on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
7. Members may join the 40<sup>th</sup> AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 3:45 p.m. IST i.e. 15 minutes before the time scheduled to start the 40<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 40<sup>th</sup> AGM.
8. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 40<sup>th</sup> AGM and facility for those Members participating in the 40<sup>th</sup> AGM to cast vote through e-Voting system during the 40<sup>th</sup> AGM.
11. Electronic copy of the Notice of the 40<sup>th</sup> AGM, inter-alia, indicating the process and manner of electronic voting ("e-Voting") and electronic copy of the Annual Report for the financial year ended 31<sup>st</sup> March 2024 are being sent to all the members whose email address is registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
12. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year ended 31<sup>st</sup> March 2024 may send a request to the Company's email address at [sect@ansals.com](mailto:sect@ansals.com) mentioning their Folio no. / DP ID and Client ID.
13. Members, whose KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.) is not registered/ updated with the Company or with their respective Depository Participant(s) ["DPs"], and who wish to receive the Notice of the 40<sup>th</sup> AGM, the Annual Report for the financial year ended 31<sup>st</sup> March 2024 and all other future communications sent by the Company from time to time, can get their KYC details registered/ updated by following the steps as given below:
  - Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and

- self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, by sending an e-mail at [sect@ansals.com](mailto:sect@ansals.com) followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company; and
- Members holding shares in demat form may update their KYC details including e-mail address with their Depository Participant(s). Communication in this regard has been sent to all members holding shares in physical form at their registered address from time to time.
14. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10<sup>th</sup> June, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/documents. Further, with effect from 1<sup>st</sup> April 2024, any payment of dividend shall only be made in electronic mode to such members.
  15. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the on the website of the Company and RTA. For consolidation of share certificates, members holding shares in physical form, in more than one folio, with identical order of names, are requested to send the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio to the RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.
  16. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.
  17. The register of members and share transfer books of the Company will remain closed from Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September, 2024 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting
  18. Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11<sup>th</sup> August 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal. Members may refer to SEBI Master Circular, relevant Investor Service Request Forms, Nomination Forms and contact details for sending requisite forms/ documents, available on the Company's website at [https://www.ansals.com/page/investor\\_information](https://www.ansals.com/page/investor_information).
  19. Pursuant to the provisions of Sections 124 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government. The Company had accordingly, transferred unpaid or unclaimed dividend amount of Rs.11,15,305/- pertaining to the dividend for the financial year ended 31<sup>st</sup> March, 2016 to IEPF.
  20. In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Accordingly, 247191 equity shares of face value of Rs. 10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred to the IEPF Account during the financial year ended 31<sup>st</sup> March 2024, after following the prescribed procedure under the IEPF Rules. The details of which are made available on the Company's website ([www.ansals.com](http://www.ansals.com)).
  21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ Registrar and Share Transfer Agent ("RTA") of any change in address or demise of any member as soon as

possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
23. Documents referred to in the accompanying Notice of the 40<sup>th</sup> AGM and the Explanatory Statement shall be available at the Corporate Office of the Company i.e., GF-SR-18, Ansal Plaza Mall, Sector 1, Vaishali Ghaziabad, Uttar Pradesh - 201010 for inspection without any fee during normal business hours (10:00 A.M. IST to 6:00 P.M. IST) on all working days except Saturday, up to and including the date of the 40<sup>th</sup> AGM of the Company.
24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be

made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 40<sup>th</sup> AGM. During the 40<sup>th</sup> AGM, members may access the scanned copy of these documents, upon Log-in to CDSL e-Voting system at <https://www.evotingindia.com>.

25. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment/re-appointment at this AGM is also annexed. Requisite declaration has been received from the Director for seeking appointment/ re-appointment.
26. **General Instructions for accessing and participating in the 40<sup>th</sup> AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting: -**
  - A. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**
    - a) The remote e-voting period commences on **Sunday, 22<sup>nd</sup> September, 2024 (09:00 A.M. IST) and ends on Tuesday, 24<sup>th</sup> September, 2024 (5:00 P.M. IST)**. During this period, shareholders of the Company, holding shares either

in physical form or in dematerialized form, as on the cut-off date (record date) **Wednesday, 18<sup>th</sup> September, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Ids in their demat accounts in order to access e-Voting facility.  
Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile Number &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 held 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

d) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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 e-voting of any company, then your existing password is to be used.

- If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in demat 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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</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.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant "ANSAL HOUSING LIMITED" on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Process for those Shareholders whose Email/Mobile no. are not registered with the Company/Depositories for obtaining Login Credentials for E-Voting for the resolutions proposed in this notice:**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**B. INSTRUCTIONS FOR THE NON-INDIVIDUAL MEMBERS AND CUSTODIANS:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc.

together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [sect@ansals.com](mailto:sect@ansals.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- a) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([sect@ansals.com](mailto:sect@ansals.com)). The shareholders who do not wish to

speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([sect@ansals.com](mailto:sect@ansals.com)). These queries will be replied to by the company suitably by email.

- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- g) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- h) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- a) Members may follow the same procedure for e-Voting during 40<sup>th</sup> AGM as mentioned above for remote e-voting.
- b) Only those shareholders, who are present in the 40<sup>th</sup> AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the 40<sup>th</sup> AGM and if the same shareholders have not participated in the meeting through

VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- d) Shareholders who have voted through remote e-Voting will be eligible to attend the 40<sup>th</sup> AGM. However, they will not be eligible to vote at the AGM.
- e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or call at 1800 225 533.
- f) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33 or you may contact Mr. Neeraj Jain- Team Member-Delhi Operation, Link Intime India Pvt. Ltd, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, Phone: +91-11-49411000 (Extn: 7118), E-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

**E. OTHER GUIDELINES FOR MEMBERS**

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.



- b) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2024.
- c) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 40<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. 18<sup>th</sup> September, 2024, may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- d) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- e) The Board has appointed Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting and e-voting process at the time of AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- f) During the 40<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 40<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 40<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 40<sup>th</sup> AGM.
- g) The Scrutinizer shall after the conclusion of e-Voting at the 40<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) working hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.ansals.com](http://www.ansals.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results will also be intimated to the BSE Ltd. where the Company's shares are listed.
- i) The Notice of the 40<sup>th</sup> AGM and the Annual Report for the financial year 2023-24 including therein the Audited Financial Statements for the financial year 2023-24, will be available on the website of the Company at [www.ansals.com](http://www.ansals.com) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- j) Information regarding particulars of the Directors seeking appointment/re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure & Requirements) Regulations, 2015 read with clause c1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is given in "Annexure-A" attached hereto.

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

### **Item No. 3**

Mr. Kushagr Ansal was earlier re-appointed by the Board as the Whole Time Director & CEO of the Company for the period commencing from 01<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2024. The Members also approved his re-appointment by passing special resolution at the 37<sup>th</sup> AGM held on 29<sup>th</sup> September, 2021.

Mr. Kushagr Ansal, aged 45 years, joined the Company on 26<sup>th</sup> August, 2006 as Whole Time Director of the Company. He was re-designated as Whole Time Director & CEO effective from 01<sup>st</sup> June 2017. Mr. Kushagr Ansal holds a B. Com (Hons.) from Shri Ram College of Commerce, Delhi, and an MBA (Finance) from Bentley College in Waltham,

Massachusetts, USA. He has attained State of the Art expertise in System Management in addition to exceptional skills in finance etc., and he has been associated with the Company for more than 23 years in different roles and as the Whole Time Director for about 18 years. During his tenure as the Whole Time Director, he has been looking after all the responsibilities of strategic planning, land procurement, business development, sales and marketing and finance & accounting etc. Mr. Kushagr Ansal has displayed exceptional skills, devotion, and sincerity in carrying out the responsibilities assigned to him by the Company from time to time over the last 23 years and has been a great source of strength

and inspiration to his team members.

Mr. Kushagr Ansal's visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards the Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of the Company's operations.

The Nomination & Remuneration Committee (NRC) while recommending and the Board while considering the proposal for appointment of Mr. Kushagr Ansal in its meeting held on 13<sup>th</sup> August, 2024, observed that he has been at the forefront of the Company to lead the organization in the challenging phase with courage, conviction and credibility while serving the organization in a manner which inspires people to give their best to meet the expectations of lenders and all stakeholders and based on his expertise in dealing with diverse range of activities and also keeping in view various factors including his immense contribution in the working of the Company, his leadership qualities supported by qualifications and experience, recommend to appoint Mr. Kushagr Ansal to the position of Managing Director and Chief Executive Officer (CEO) of the Company from his present designation of Whole Time Director and CEO effective from 01<sup>st</sup> October, 2024 for a period of three years. The Board is of the opinion that re-designation of Mr. Kushagr Ansal as the Managing Director & CEO of the Company shall be in the best interest of the company.

Mr. Kushagr Ansal as Managing Director and CEO shall manage the day-to-day affairs of the Company and devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

The Nomination and Remuneration Committee (NRC) and the Board also noted that in view of financial stress, Mr. Kushagr Ansal, had voluntarily consented to serve with no remuneration for a period from 01<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2024. However, in view of the improved growth of the Company and profits earned by the Company for the financial year 2023-24, it is proposed to pay the remuneration to Mr. Kushagr Ansal in terms of the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013.

As per Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V, total managerial remuneration payable by the Company to its directors, including

managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and the remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, the remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

The terms and conditions relating to the appointment and terms of remuneration of Mr. Kushagr Ansal as Managing Director and CEO of the Company are as under:

- I. Period of Appointment: 01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027
- II. Remuneration:
  - a) Salary along with perquisites payable to Mr. Kushagr Ansal shall be subject to a maximum limit of Rs. 3,00,000/- (Rupees Three Lakhs Only) per month.
  - b) In addition to the salary, Mr. Kushagr Ansal will be entitled to the following benefits, which will not be included in the value of perquisites as per the provisions of Schedule V of the Companies Act, 2013 for the purpose of remuneration:
    - Contribution to provident fund, superannuation fund or annuity fund in accordance with the rules of the Company;
    - Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service; and
    - Encashment of leave at the end of the tenure as per rules/ policy of the Company.
  - c) Besides the aforesaid, he shall also be entitled to the other benefits, not considered as perquisites:
    - Provision of car with Driver and free Telephone/ Communication facilities at residence for business purposes and;
    - Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.

The perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto from time to time.

The Remuneration to Mr. Kushagr Ansal will not exceed Rs. 36 Lakhs (Rupees Thirty Six Lakhs) per annum payable for the financial year in which adequate profit is earned by the Company including basic salary, perquisites and allowances for a period of 3 years with effect from 01<sup>st</sup> October, 2024. The remuneration of Mr. Kushagr Ansal may exceed 5% of net profit, as mentioned above; hence, shareholder approval by special resolution is being sought subject to the approval of our lender, viz. Suraksha Asset Reconstruction Private Limited, to whom the Company has defaulted on payment of dues. Where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Kushagr Ansal, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances and benefits as specified above, subject to the provisions of Schedule V of the Companies Act, 2013 without requiring to obtain the approval of shareholders any further.

Pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013 in case, the Company defaults in payment of dues to bank(s)/ public financial institution(s), prior approval of Lenders is required to be obtained by the Company before obtaining the approval in the general meeting. On the request dated 01<sup>st</sup> August, 2024 of the Company, Suraksha ARC, vide its letter dated 9<sup>th</sup> August, 2024 conveyed 'No Objection' to the remuneration of Mr. Kushagr Ansal for a period of three years effective from 01<sup>st</sup> October, 2024 as given hereinabove. A copy of the letter of the Company and of Suraksha ARC giving No Objection for the remuneration to Mr. Kushagr Ansal would be placed before the members in the material documents for inspection which will be available for inspection at the Corporate Office of the Company.

Accordingly, it is now proposed to obtain approval of the shareholders for appointment of Mr. Kushagr Ansal as a Managing Director and CEO of the Company, liable to retire by rotation for a period of 3 years w.e.f. 01<sup>st</sup> October, 2024 on the terms, conditions and remuneration as mentioned in the proposed resolution.

The Board recommends the resolution as set out at Item No.3 of the Notice as Special Resolution, for approval of the members.

None of the Directors or Key Managerial Personnel except Mr. Kushagr Ansal himself is considered as concerned or interested in the above resolution.

The following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being set out below:

#### I. General Information

1. Nature of Industry	Real Estate Activities		
2. Date or expected date of Commencement of Commercial Production	The Company was incorporated on 22 <sup>nd</sup> October, 1983 and was involved in the businesses of Real Estate Development & Construction since incorporation.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.		
4. Financial performance based on given indicators	<b>(Rs. In Lakhs)</b>		
	<b>Financial Parameters</b>	<b>For the year ended 31<sup>st</sup> March 2024</b>	<b>For the year ended 31<sup>st</sup> March 2023</b>
	Total Revenue	38935.26	22390.76
	Profit Before Tax	533.34	(8072.71)
	Profit After Tax	375.42	(5719.10)
5. Foreign investments or Collaborators, if any	There are no foreign investments or collaborations in the Company except NRIs/FIIs holding shares in the Company in the ordinary course.		

#### II. INFORMATION ABOUT THE MANAGERIAL PERSONNEL WHOSE REMUNERATION IS PROPOSED TO BE FIXED

##### 1. Background details

Mr. Kushagr Ansal, aged about 45 years joined the Board of Directors of the Company on 26<sup>th</sup> August, 2006. He is an MBA with specialization in Finance from Bentley College, Waltham, USA and a B. Com (Hons) from Shri Ram College of Commerce, New Delhi. He has experience in System Management in addition to exceptional skills in Finance & Marketing.

He has been at the helm of affairs of the Company for over a decade. The Company had executed large number of Commercial, Residential and Estate Development Projects under his guidance.

##### 2. Past remuneration

Keeping in mind the Company's financial status in recent years, Mr. Kushagr Ansal has offered consent to his re-appointment as Whole Time Director & CEO with effect from 01<sup>st</sup> October, 2021, at no remuneration. However, the Company provided him with a car and a driver, as well as free telephone/communication facilities at his office and residence, which he used for company's business purposes.

##### 3. Recognition or awards

Mr. Kushagr Ansal has won many awards for himself and the Company.

Mr. Kushagr Ansal was presented "Times of India Young Achievers Award" in the field of Real Estate by Shri Alok Sinha (IAS), Commissioner Meerut Zone on 27<sup>th</sup> May, 2016.

He was honoured with "The Jewels of West UP" by the Hon'ble Governor of UP Mr. Ram Naik on 27<sup>th</sup> December, 2014 in a felicitation ceremony organized by the Times of India and Navbharat Times for his valuable contribution by his sheer commitment.

Under his leadership, the Company has received many awards in recognition of its innovative practices including "Best Residential Developer Award" on 31<sup>st</sup> August, 2012 in the category of Best Developer, "Indian Realty Award" by India International Property Awards (IIPA) on 24<sup>th</sup> September, 2015, "The Brand Icon 2017" by Times of India for excellence in the field of Real Estate on 27<sup>th</sup> January, 2017 and "Realty India Awards 2017" for Outstanding Contribution to Real Estate Sector through Growth at Dubai on 19<sup>th</sup> May, 2017.

##### 4. Job profile and suitability

Mr. Kushagr Ansal has been associated with the company in the capacity of Whole Time Director of the Company since October, 2006. His responsibilities includes executing business strategy and managing the organization's overall performance and growth. Ever since his joining in the Company, he has been spearheading all the activities of the Company. The job profile of the Whole Time Director & CEO of the Company includes day to day operations, overall supervision and control of the Company's activities, managing financial performance including budgeting, forecasting and ensuring financial health building and maintaining relationships with key stakeholders including investors, board members, customers and employees.

Mr. Kushagr Ansal had displayed exceptional skills, devotion and sincerity in carrying out the responsibilities assigned to him by the Company from time to time over last many years and has been a great source of strength and inspiration to his team members as they successfully choose newer targets. The Company has achieved several new heights in terms of number of projects, turnover and profitability etc. under his stewardship.

Considering his contribution, it is proposed to appropriately compensate and remunerate him as per the limits permitted by Section 197 and Schedule V of the Companies Act, 2013.

**5. Remuneration proposed**

Proposed Total Remuneration is Rs. 3,00,000 per month.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Taking into account the contribution being made by Mr. Kushagr Ansal in the affairs of the Company, their academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the financial position of the Company, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any**

Mr. Kushagr Ansal is a promoter of the Company holds 10,95,078 equity shares representing 1.57% of total paid up share capital of the Company in his individual capacity. Mr. Kushagr Ansal has no other pecuniary relationship with the Company except to the extent of his perquisites and shareholding in the Company and that held by his relatives. He is not related to any Director or Key Managerial Personnel of the Company.

### III. OTHER INFORMATION

**1. Reasons of loss or inadequate profits**

The performance of the Company started deteriorating from the year 2016-2017 due to various reasons beyond control of management which included general economic recession, project completion delays owing to construction setbacks, regulatory clearances, or funding challenges have resulted in cost overruns.

COVID-19 has had an impact on the company due to a liquidity shortage and a decline in overall demand. Inflated production expenses, decreased sales activity, financial weakness, managerial defeat, or a combination of these factors contribute to the company's ill financial condition.

However, the Company has performed much better in the current financial year and as achieved profits which have offset the losses incurred during past many years.

**2. Steps taken or proposed to be taken for improvement**

The Company has been making necessary efforts to improve its performance and has been aggressively pursuing and implementing its strategies, including launch of new projects under affordable housing schemes of the Central/State Governments and cost reduction initiatives though the results of these initiatives are likely to be felt in the coming years. Our emphasis on affordable housing shall ensure that our projects do relatively better as we enjoy utmost trust and confidence of customers. We are confident that we will continue to witness reasonable demand in future in tier II and III cities. Further, we anticipate that the Real Estate (Regulation & Development) Act, 2016 (RERA) will also bring in greater deal of transparency in the real estate sector, which will boost the confidence of consumers and

that in turn would help the sector grow at a reasonable pace.

Further, with a view to overcome the aforesaid situation and to continue to fulfill its commitments/ obligations towards lenders, the Company continues to be focused and committed on reduction of debt to deleverage the company's balance sheet and protect the shareholders' value.

**3. Expected increase in productivity and profits in measurable terms:**

It is expected that in the near future, with the betterment in Real Estate Sector in which the Company operates, the Company expects to significantly step up its operating and financial performance in the coming years, keeping in view the profiles of the projects of the Company.

Furthermore, it is expected that following the Company's restructuring of the IFCI debt portfolio, which was implemented to reduce the Company's debts and, as a result, interest costs, the Company's operations will improve, leading to an increase in productivity and, as a result, turnover and profits.

However, it is difficult to predict the exact increase in revenue and profit of the Company for future since it depends on many factors, internal and external to the Company.

### IV. DISCLOSURES:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2023-24.

**Item No. 4**

The Board, on the recommendations of the Audit Committee, has approved the re-appointment and remuneration of M/s. U. Tiwari & Associates, Cost Accountants (Firm Registration No. 000239), as the Cost

Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost

Auditors has to be ratified by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Consent of the members is sought by passing of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025.

**Registered Office:**

606, 6<sup>th</sup> Floor, Indra Prakash,  
21 Barakhamba Road,  
New Delhi – 110001  
CIN: L45201DL1983PLC016821  
Website: [www.ansals.com](http://www.ansals.com)  
**Date: 13<sup>th</sup> August, 2024**  
**Place: Vaishali, Ghaziabad**

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

**Sd/-  
(Shalini Talwar)  
Company Secretary  
M. No. : A46139**

**Annexure-A to Notice**

**Information of Directors seeking appointment/re-appointment at this Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 read with clause 1.2.5 of the Secretarial Standard-2, as on the date of Notice.**

<b>Name of Director</b>	<b>Mr. Kushagr Ansal</b>
<b>Date of Birth (Age)</b>	03.04.1979 (45 Years)
<b>Director Identification Number</b>	01216563
<b>Date of first appointment on the Board</b>	26 <sup>th</sup> August, 2006
<b>Qualifications</b>	Mr. Kushagr Ansal is an MBA with specialization in Finance from Bentley College, Waltham, USA and a B. Com (Hons) from Shri Ram College of Commerce, New Delhi. He has experience in System Management in addition to exceptional skills in Finance & Marketing.
<b>Expertise in specific functional area</b>	Mr. Kushagr Ansal is associated with the Company for last more than 23 years in different roles and as the Whole Time Director for last more than 18 years. During his tenure as the Whole Time Director, he has been looking after all the responsibilities of Strategic Planning, Land Procurement, Business Development, Sales and Marketing and Finance & Accounting etc. The Company has achieved several new heights in terms of number of projects, turnover and profitability etc. under his stewardship.
<b>Terms and conditions of re- appointment</b>	As detailed in the respective resolution and explanatory statement.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Mr. Kushagr Ansal was earlier re-appointed at the 37 <sup>th</sup> AGM held on 29 <sup>th</sup> September, 2021 as Whole Time Director & CEO of the Company for the period commencing from 01 <sup>st</sup> October, 2021 to 30 <sup>th</sup> September, 2024 with no remuneration. However, Rs. 1,12,867/- was paid as allowances and perquisites during the year 2023-24.
<b>No. of Shares held in the Company</b>	10,95,078
<b>Disclosure of relationship between directors inter-se</b>	Not related to any Director / Key Managerial Personnel.
<b>Number of Meetings of Board attended during the year (2023-24)</b>	6 out of 6
<b>Directorships of other Boards</b>	Identity Buildtech Private Limited
<b>Membership/ Chairmanship in the Committees of other Boards (includes only Audit &amp; Stakeholder's Relationship Committee)</b>	-