

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 55th Annual General Meeting of the Members (Shareholders) of Ansal Properties & Infrastructure Limited (“the Company”) will be held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), on Wednesday, the 28th Day of September, 2022, at 11.30 AM (IST) to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended on the 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Anoop Sethi (DIN: 01061705), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint Shri Pranav Ansal (DIN: 00017804), as Vice Chairman and Whole Time Director for period of 03 (Three) years.**

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, the re-appointment of Shri Pranav Ansal (DIN: 00017804) as Vice Chairman & Whole Time Director, the period of whose office shall be liable to determination by retirement by rotation, for a period of three years commencing from the 01st November, 2022 to the 31st October, 2025 with NIL remuneration and other terms and conditions, as approved by the Nomination and Remuneration Committee and the Board of Directors (“Board”) at their respective meetings held on the 12th August, 2022, be and is hereby approved.

RESOLVED FURTHER THAT Shri Pranav Ansal shall not be entitled to any 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, remuneration (including its variation and/or modification thereafter), with or without a salary grade, as may be decided, be paid to Shri Pranav Ansal, and such remuneration shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, 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.

RESOLVED FURTHER THAT Shri Pranav Ansal be permitted use of Company’s car/s with driver/s and also telephone/s at his residence for official purposes of the Company.

RESOLVED FURTHER THAT during the period Shri Pranav Ansal remains Vice Chairman and Whole

Time Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the duties and authorities assigned/delegated to Shri Pranav Ansal, in the past, from time to time, shall continue to remain in force, beside such other duties and authorities as may be assigned/ delegated by the Board from time to time, and, his existing membership in the Committee/s of the Board shall continue, unless decided otherwise by the Board.

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.”

5. **To ratify and confirm the appointment of Shri Sandeep Kohli (DIN: 00300767) as Chairman and Non-Executive Independent Director of the Company by way of passing a Special Resolution in compliance with the provisions of Regulation 25(2A) of the Listing Regulations.**

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 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 Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended (“Listing Regulations”), and Articles of Association of the Company, Shri Sandeep Kohli (DIN: 00300767), who was appointed as an Additional Director on the Board of Directors of the Company (“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 already 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 and whose appointment as Chairman and 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 and including the 25th May, 2025 with NIL remuneration was approved by the members on the 27th June, 2022 by way of passing an Ordinary Resolution (through postal ballot), in which 99.99 % of the votes were cast in favour of his appointment, be and is hereby ratified and confirmed w.e.f. the 26th May, 2022 for a period of three consecutive years till and including the 25th May, 2025.

RESOLVED FURTHER THAT all terms and conditions of appointment of Shri Sandeep Kohli as Chairman and Non-Executive Independent Director of the Company 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 26th May, 2022 and approved by the members through postal ballot on the 27th June, 2022 shall also be ratified and confirmed w.e.f. the 26th May, 2022 for a period of three consecutive years till and including the 25th May, 2025.

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.”

6. **To ratify/approve the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending the 31st March, 2023.**

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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 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), approval of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) for ratifying / approving the remuneration of Rs. 1,50,000 (Rupees One Lakh and Fifty Thousand only) excluding applicable tax payable to M/s J.D. Associates, Cost Accountants (Firm Registration No. 101443), whose appointment as Cost Auditor (including fixation of their remuneration) has been approved by the Board on the recommendation of the Audit Committee at their respective meetings held on the 12th August, 2022, for conducting the audit of the cost records of the Company for the Financial Year ending the 31st March, 2023.

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.”

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 {Corp. Affairs}
& Company Secretary
FCS- 7135**

Date: 12th August, 2022

Place: New Delhi

NOTES:

- a) In view of the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has 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”), and the Securities and Exchange Board of India vide its Circular dated the 13th May, 2022, have permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM.
- b) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) in respect of the special businesses to be transacted under item nos. 04 to 06 of the Notice, is annexed hereto.
- c) The relevant information of directors pursuant to Regulation 36(3) of Listing Regulations in respect of Whole Time Director, Managing Director & CEO and Chairman and Non -Executive Independent Director of the Company under item nos. 02 to 05 of the Notice, are also annexed.

- d) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, and the proxy need not be a Member of the Company. **Since this AGM is to be held in terms of the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed with the Notice.**
- e) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Office of the Company located at 112, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi-110001, which shall be the deemed venue of AGM.
- f) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to chetan.gupta@apacandassociates.com with copies marked to the Company at shareholderservice@ansalapi.com and to its Registrar & Share Transfer Agent ("RTA") at shamwant.kushwah@linkintime.co.in.
- g) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories participants/ Depositories, in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the Financial year 2021-22 will also be available on the Company's website (www.ansalapi.com), website of Link Intime India Private Limited (www.linkintime.co.in) and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com, respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- h) 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 in order to receive all communication (including Notice and Annual Report and other documents etc.) from the Company electronically:
- 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.
 - 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.
- i) Non-Resident Indian Members are requested to inform RTA, immediately on:
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank accounts which are maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
- j) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the

quorum under Section 103 of the Companies Act, 2013.

- k) In view of the SEBI's Notification, the transfer of securities would not be processed from the 01st April 2019 unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
- l) The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Rules made thereunder, respectively, have been posted on the website of the Company and available for inspection from the date of circulation of this Notice, up to the date of the Annual General Meeting.
- m) All documents referred to in the Notice have been posted on the website of the Company and available for inspection from the date of circulation of this Notice, up to the date of the Annual General Meeting.
- n) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, the 22nd September, 2022 to Wednesday, the 28th September, 2022 (both days inclusive).
- o) Members are already aware that M/s. Link Intime India Pvt. Ltd. having their office at Noble Heights, 01st Floor, Plot no. NH-2, C-1, Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058 is the Registrar and Share Transfer Agent ("Registrar" or "STA") of the Company, both for electronic connectivity and Share Transfer work. Members can make correspondence with STA for Share Transfer requests, dividend for earlier years and change of address and other related queries.
- p) Members holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar, so that change could be effected in the Register of Members before Annual Book Closure.
- q) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email immediately to their respective Depository Participants to enable the Company to send communications.
- r) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company / Registrar.
- s) Members are hereby informed that pursuant to Section 124(5) of the Companies Act, 2013 ("Act"), the Company has transferred money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investors Education and Protection Fund established by the Central Government under sub-section (1) of Section 125 of the Act.

Pursuant to Section 124(2) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unclaimed dividend amounts transferred to Investor Education and Protection Fund for the financial year ended on the 31st March 2011 on the website of the Company.

Further pursuant to Section 124(6) of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendment Rules, 2017, all shares in respect

of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company in the Demat Account of Investor Education and Protection Fund (“IEPF”) Authority (“Authority”) as per the procedure mentioned in the said Rules. The Company has transferred the shares, whose dividend is not claimed/ paid for the Financial year ended on the 31st March 2011 to the Authority. Details of the shares transferred to Authority are available on the website of the Company (www.ansalapi.com). No claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends amount to IEPF, Shareholders are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website (www.iepf.gov.in). Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

- t) The Company is registered with the following depositories for dematerialization of its Equity shares:-
- i) National Securities Depository Ltd. (NSDL), at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai- 400013

The Registration no. granted by NSDL & CDSL is ISIN INE-436A01026.

- u) Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules framed thereunder, facility for making nominations is available to the shareholders, in respect of Equity shares, held by them. Requests for nomination facility shall be made in the prescribed form (SH 13).
- v) Members desiring any information/clarification on the Financial Statements or any matter to be placed at the AGM, are requested to write to the Company at its Registered Office or can send an email to shareholderservice@ansalapi.com, at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
- w) In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 on General Meetings issued by ICSI and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has entered into an agreement with our Registrar for facilitating remote e-voting to enable the Members (shareholders) to cast their votes electronically on all resolutions set forth in this Notice. Further, the facility for voting through electronic voting system will also be made available at the AGM (“InstaMeet”) and the Members attending the meeting and who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through InstaMeet.
- x) The instructions for Members (Shareholders) for remote e-voting as well as to attend and vote at the Annual General Meeting through Insta Meet, are as under:-

❖ **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated the 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:

1. Individual Shareholders holding securities in demat mode with NSDL
 - a) Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.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.
 - b) 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>
 - c) 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 Company’s name 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.
2. Individual Shareholders holding securities in demat mode with CDSL
 - a) 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.
 - b) 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.
 - c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - d) 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.
3. 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 Company's name 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/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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 **'SHAREHOLDER'** 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - 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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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 **'SHAREHOLDER'** 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 participants 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 resolutions 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”.

❖ **Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:**

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open for 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis. Participation is restricted up to 1000 Members only as per MCA Circulars.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with > {excess of } 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

Process and manner for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “**Company**” and “**Event Date**” and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

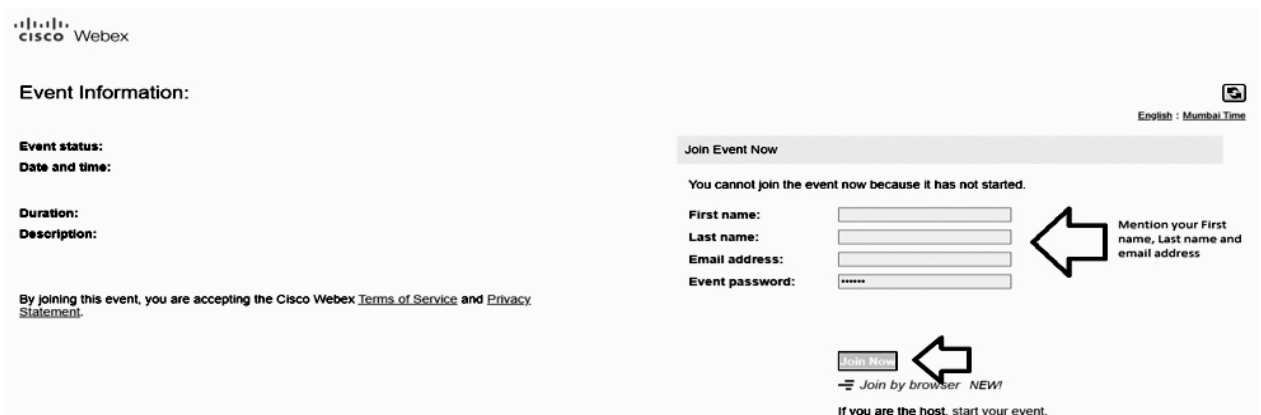
❖ **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

Shareholders who would like to speak during the meeting must register themselves as Speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at shamwant.kushwah@linkintime.co.in/shareholderservice@ansalapi.com from Saturday, 24th September, 2022 from 10.00 A.M to Monday, 26th September, 2022 till 5.00 P.M.

1. The First 05 (Five) Shareholders will get confirmation on first cum first basis subject to availability of time.
2. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
3. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

For a smooth experience, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by clicking on the link <https://www.webex.com/downloads.html/>



❖ **Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “**Cast your vote**”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

❖ **General Guidelines for shareholders:**

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

A person, who has acquired share(s) and become the Member of the Company after the dispatch of Notice of AGM and holding shares as on the cut off date i.e. the 21st September, 2022, may follow the same procedure as mentioned above for remote e-Voting. Detailed procedure for obtaining Login ID details is also provided in the Notice of AGM which is available at the Company's website www.ansalapi.com and also on the website of the Registrar at <https://instavote.linkintime.co.in>.

❖ **Other details :**

1. The remote e-voting period begins on Saturday, the 24th September, 2022 (9:00 a.m.) and ends on Tuesday, the 27th September, 2022 (5.00 p.m.) During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2022, may cast their vote electronically. The remote e-voting portal where votes are cast shall be disabled by the Registrar for voting thereafter.
2. Members who have exercised their voting right through remote e-voting prior to AGM may also attend the meeting but shall not be eligible to cast vote again through InstaMeet.
3. The voting rights of Members shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date i.e. the 21st September, 2022.
4. 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, has been appointed as the Scrutinizer to scrutinize the voting process {through remote e- voting and InstaMeet} in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting {InstaMeet} and thereafter unblock the votes cast through remote e- voting in the presence of at least 02 (two) witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or the person authorised by the Board, who shall countersign the same.
6. The result shall be declared along with the consolidated report of the scrutinizer and be placed on the Company's website www.ansalapi.com and on the website of the Registrar <https://instavote.linkintime.co.in>, immediately after the result is declared by the Chairman or person authorized by him and simultaneously communicated to the BSE Limited {<https://www.bseindia.com>} and the National Stock Exchange of India Limited {<https://www.nseindia.com>}. Due to the COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
7. Subject to the receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, the 28th September, 2022.

EXPLANATORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013**Item no. 4**

Shri Pranav Ansal {DIN: 00017804} was re-appointed as Vice Chairman & Whole Time Director of the Company for a period of 05 years, w.e.f. the 01st November, 2017 by the Board of Directors ("Board") at its meeting held on the 14th November, 2017, in terms of the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), subject to the approvals of the shareholders by way of passing an Ordinary Resolution. The shareholders at their meeting held on the 29th September, 2018 had approved the re-appointment of Shri Pranav Ansal as Vice Chairman & Whole Time Director of the Company, including the payment of his remuneration. Accordingly, the tenure of his re-appointment as Vice Chairman & Whole Time Director of the Company will expire on the 31st October, 2022.

The Board at their meeting held on the 12th August, 2022 has approved the re-appointment of Shri Pranav Ansal as Vice Chairman & Whole Time Director, with NIL remuneration, the period of whose office shall be liable to determination by retirement by rotation, for a period of three years commencing from the 01st November, 2022 to the 31st October, 2025, in terms of the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies, Act 2013 ("Act"), and the Rules framed thereunder, on the basis of recommendation of its the Nomination and Remuneration Committee at the meeting held on the same date subject to the approval of the shareholders by way of passing an Ordinary Resolution.

Shri Pranav Ansal, a prominent industrialist, is consolidating and expanding the legacy of the Ansal API Group. He has been the driving force behind Ansal Plaza, Delhi which sparked the Mall revolution in the Country. His brief profile and other disclosures, as required to be given in terms of Regulation 36(3) of LODR Regulations and Secretarial Standard on General Meeting, is given as a part of this notice of AGM and also forms part of Directors Report for the Financial Year 2021-22.

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 LODR Regulations for appointment as Vice Chairman and Whole Time Director 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 re-appointment of Shri Pranav Ansal, as Vice Chairman and Whole Time Director of the Company, by way of passing an Ordinary Resolution.

The resume, terms and conditions (set out in the item no.4 of the Notice) of re-appointment of Shri Pranav Ansal, as Vice Chairman 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 available for inspection from the date of circulation of this Notice, up to the date of the Annual General Meeting.

Your Directors recommend passing the proposed Resolution given in item no. 04 as an Ordinary Resolution.

Save and Except Shri Pranav Ansal, 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. 05

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, had 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 was also designated as Chairman of the Company while holding the position of Non-Executive Independent Director.

The members (shareholders) had approved, through postal ballot, the appointment of Shri Sandeep Kohli on the 27th June, 2022 (result declaration date of postal ballot) by way of passing an Ordinary Resolution with more than 99.99 % of the votes were cast in favour of his appointment, which has the effect of passing a Special Resolution (the votes cast in favour of resolution being not less than three times the number of the votes cast against the resolution by members so entitled and voted).

However, as per the requirements of Regulation 25(2A) of the LODR Regulations, specifically Special Resolution is required to be passed for his appointment.

Therefore, in compliance with the provisions of Regulation 25(2A) of the LODR Regulations, the appointment of Shri Sandeep Kohli, as Chairman and Non- Executive Independent Director, effective the 26th May, 2022, approved by the members on the 27th June, 2022 through postal ballot, (in which 99.99 % of the votes were cast in favour of his appointment), is required to be ratified and confirmed w.e.f. the 26th May, 2022 for a period of three consecutive years till and including the 25th May 2025, by way of passing a Special Resolution at this Annual General Meeting.

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.

Shri Sandeep Kohli, is highly experienced in diverse fields such as Management, Finance, Legal and Entrepreneurship etc. and qualified thus he fulfills the required skills and capabilities viz. industry knowledge, business leadership, strategy and planning, financial understanding and human resource planning etc. for managing his role effectively and efficiently. He has already given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and LODR 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 LODR Regulations.

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 are posted on the website of the Company www.ansalapi.com and be available for inspection until date of Annual General Meeting.

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 two Board Meetings viz. 26th May, 2022 and 06th July, 2022. The Company has allotted 11,00,000 Warrants, convertible into equivalent number of Equity shares of the Company, to Shri Sandeep Kohli, on the 05th July, 2022, the details of which are mentioned in the Directors report. Disclosures required under Regulation 36(3) of LODR Regulations, are given as a part of this Notice of Annual General Meeting.

Your directors recommend passing the proposed Resolution given in item no. 05 as a Special 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 Special Resolution.

Item no. 06

In terms of the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 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), it is required to appoint the Cost Auditor to conduct the audit of the cost records maintained by the Company. The remuneration of Cost Auditor is required to be ratified by the Members of the Company.

M/s J.D. Associates, Cost Accountants, Firm Registration No. 101443, has been appointed as Cost Auditor by the Board of Directors of the Company ("Board") on the recommendation of the Audit Committee at their respective meetings held on the 12th August, 2022, to conduct the audit of the cost records of the Company for the Financial Year ending the 31st March, 2023 at the remuneration amounting Rs.1,50,000 (Rupees One Lakh and Fifty Thousand Only) excluding applicable tax.

In compliance with the provisions of aforesaid Section the remuneration of the Cost Auditor for the Financial Year 2022-23 is now being placed before the Members at this AGM for their ratification/approval.

The Memorandum & Articles of Association of the Company have been posted on the website of the Company and available for inspection from the date of circulation of this Notice, up to the date of the Annual General Meeting.

Your Directors recommend passing the proposed Resolution given in item no. 6 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in the 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 {Corp. Affairs}
& Company Secretary
FCS- 7135

Date: 12th August, 2022

Place: New Delhi

ANNEXURE TO THE NOTICE DATED THE 12th August, 2022

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

DETAILS OF WHOLE TIME DIRECTOR (WTD), MANAGING DIRECTOR AND CEO and NON- EXECUTIVE AND INDEPENDENT DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT/CONFIRMATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director/s	Shri Pranav Ansal, Vice Chairman & WTD	Shri Anoop Sethi, Managing Director and CEO	Shri Sandeep Kohli, Chairman and Non- Executive and Independent Director
Ref. of item no. of Notice dated the 12 th August, 2022	2 & 4	3	5
Date of Birth	27.11.1968	19.01.1967	04.02.1957
Age of Directors	54 Years	55 Years	65 Years
Date of First Appointment on the Board	28.09.2006	11.02.2022	26.05.2022
Qualifications	B.Com (H)	B.Com and MBA	MBA
Expertise in specific functional areas / Experience	Shri Pranav Ansal, is a prominent industrialist who is expanding the legacy of the Ansal API Group. He is a graduate from Hans Raj College (Delhi University) and initially joined the Company as a Management Trainee. He has been the driving force behind Ansal Plaza, Delhi which sparked off the Mall revolution in the Country. He has taken upon the mantle of expanding the Group's business to new horizons and is responsible for extending the Ansal API brand name to new geographies in the areas of township development and innovative commercial set ups with international standards.	Shri Anoop Sethi, 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	Shri Sandeep Kohli, a distinguished professional, having 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.
Name of other listed companies in which Directorships held by such persons	NIL	NIL	NIL

Name of listed entities from which the said director has resigned in the past three years	NIL	NIL	NIL
Name of other listed companies in which such persons holding Membership of committee of the Board	NIL	NIL	NIL
Remuneration last drawn	Mentioned in Corporate Governance Report, which forms part of Directors Report		NIL
No. of meeting of the Board attended during the FY 2021-22	Mentioned in Corporate Governance Report, which forms part of Directors Report		N.A
Shareholding in the Company	79,71,850	NIL	NIL
Relationship between directors inter-se	Not Related	Not related	Not related

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

Sd/-
Abdul Sami
General Manager {Corp. Affairs}
& Company Secretary
FCS- 7135

Date: 12th August, 2022
Place: New Delhi

