

05th November, 2022

Scrip Code : ANSALAPI
National Stock Exchange
of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East)
Mumbai - 400 051

Scrip Code: 500013
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Reg: Notice of the Extra Ordinary General Meeting of the Company

Ref: (i) Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"Listing Regulations"}.

(ii) Letter to Stock Exchanges dated the 03rd November, 2022 regarding the Outcome of the Board Meeting.

Dear Sir/Madam,

Pursuant to the compliance of Regulation: 30 of Listing Regulations, as amended, please find enclosed herewith the Notice of the Extra Ordinary General Meeting (EGM) of the Company bearing Serial No. 1/2022-23 to be held on Monday, the 28th November, 2022.

Further, kindly note that the Company through the Registrar, Link Intime India Private Limited, has commenced and completed the dispatch of the Notice of the EGM to be held on Monday, the 28th November, 2022 to its shareholders via e-mail on Saturday, the 05th November, 2022.

This is for your information and records.

Thanking you.

Yours faithfully,
For **Ansal Properties & Infrastructure Limited**



(Abdul Sami)
General Manager (Corporate Affairs)
& Company Secretary
M. No. FCS-7135

Encl: as above.



ANSAL PROPERTIES AND INFRASTRUCTURE LIMITED

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

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

Corporate Identity Number: L45101DL1967PLC004759

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the Members (Shareholders) of Ansal Properties and Infrastructure Limited (the "Company") bearing serial no. 1/2022-23 will be held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), on Monday, the 28th Day of November, 2022, at 11.30 AM IST to transact the following business:-

SPECIAL BUSINESS:

1. To consider the proposal to create, issue and allotment of 74,40,000 nos. of Equity shares, on Preferential basis, to specified Non-Promoter (Public).

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

"RESOLVED as a **Special Resolution** that pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures Rules), 2014 and other applicable provisions, if any, of the Act (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, and subject to other applicable rules, regulations and guidelines of RBI, Securities and Exchange Board of India ("SEBI") and/ or the National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges"), where the Equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any one or more of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company ("Board", which term shall be deemed to include any committee/s already constituted or to be constituted by the Board to exercise its powers including the powers conferred hereunder or any officer/s of the Company and/ or any person/s authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and are hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in compliance with Chapter V of the ICDR Regulations ("Preferential Issue"), up to an aggregate of 74,40,000 (Seventy Four Lakhs



and Forty Thousand) nos. of Equity shares of face value of Rs. 5/- (Rupees Five only) each of the Company ("Equity shares") at an issue price of Rs. 27/- (Rupees Twenty Seven only) (including a premium of Rs. 22/-) per Equity share ("Issue Price"), to following Non-Promoter (Public), in such manner and on such terms and conditions as the Board may deem fit:

- (a) Up to 7,50,000 (Seven Lakhs and Fifty Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,02,50,000 (Rupees Two Crores Two Lakhs and Fifty Thousand Only) to Shri Arvinder Singh Pasricha (PAN: AAAPP1385R) R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030 (Non-Promoter {Public}).
- (b) Up to 5,50,000 (Five Lakhs and Fifty Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,48,50,000 (Rupees One Crore Forty Eight Lakhs and Fifty Thousand Only) to Shri Angad Pasricha (PAN: ALZPP9337R) R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030 (Non-Promoter {Public}).
- (c) Up to 5,50,000 (Five Lakhs and Fifty Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,48,50,000 (Rupees One Crore Forty Eight Lakhs and Fifty Thousand Only) to Ms. Zinnia Pasricha (PAN: AJWPP8790M) R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030 (Non-Promoter {Public}).
- (d) Up to 18,51,000 (Eighteen Lakhs and Fifty One Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 4,99,77,000 (Rupees Four Crores Ninety Nine Lakhs and Seventy Seven Thousand Only) to Ms. Ankita Saraf (PAN: DFJPS6126A) R/o. House No. 27A, Green Avenue Lane, Vasant Kunj, South West Delhi-110070 (Non-Promoter {Public}).
- (e) Up to 9,26,000 (Nine Lakhs and Twenty Six Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,50,02,000 (Rupees Two Crores Fifty Lakhs and Two Thousand Only) to Shri Umesh Saraf (PAN: ABHPS6562P) R/o. House No. 27A, Green Avenue Lane, Vasant Kunj, South West Delhi-110070 (Non-Promoter {Public}).
- (f) Up to 9,26,000 (Nine Lakhs and Twenty Six Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,50,02,000 (Rupees Two Crores Fifty Lakhs and Two Thousand Only) to Shri Devesh Saraf (PAN: HTAPS3414N) R/o. House No. 27A, Green Avenue Lane, Vasant Kunj South West Delhi-110070 (Non-Promoter {Public}).
- (g) Up to 3,75,000 (Three Lakhs and Seventy Five Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,01,25,000 (Rupees One Crore One Lakh and Twenty Five Thousand Only) to Shri Sandeep Dhingra (PAN: ABJPD1683L) (Non Resident Indian) R/o. 985, Bukit Timah Road, #06-18 Singapore-589627 (Non-Promoter {Public}).
- (h) Up to 3,71,000 (Three Lakhs and Seventy One Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,00,17,000 (Rupees One Crore and Seventeen Thousand Only) to Shri Prashant Omprakash Kothari (PAN: ADTPK4169L) (Non Resident Indian) R/o. 235 Arcadia Road, #09-07 Singapore-289843 (Non-Promoter {Public}).
- (i) Up to 7,41,000 (Seven Lakhs and Forty One Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,00,07,000 (Rupees Two Crores and Seven Thousand Only) to M/s. Amayra Corporate Services Private Limited (PAN: AAGCA0380A) having registered office at G-6 Ground Floor, Saket, New Delhi-110017 (Non-Promoter entity {Public}).



- (j) Up to 4,00,000 (Four Lakhs) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,08,00,000 (Rupees One Crore and Eight Lakhs Only) to Shri Chandra Kant Jaipuria (PAN: ADHPJ5512C) R/o. 8, Prithviraj Road, New Delhi-110011 (Non-Promoter {Public}).

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

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the purpose of calculating the Issue Price of the Equity shares, be and is hereby fixed as Friday, the 28th October, 2022, being the weekday, which is 30 days prior to the date on which the Special Resolution shall be deemed to be passed, i.e. Monday, the 28th November, 2022 (i.e. Date of Extra Ordinary General Meeting).

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

- (i) The Equity shares shall be allotted to the Investors, in dematerialized form, within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.
- (ii) The Equity shares to be allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing fully paid-up Equity shares of the Company with respect to Dividend and voting Rights etc.
- (iii) The Investors shall be required to bring in 100% of the consideration for the Equity shares to be allotted, on or prior to the date of allotment, from their bank account/s.
- (iv) The monies received by the Company from the Investors pursuant to the Preferential Issue shall be kept by the Company in separate bank account/s opened/designated by the Company for this purpose and shall be utilised in terms of the provisions of the Companies Act, 2013 and rules made there under.
- (v) The entire pre-preferential allotment Equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- (vi) The Equity shares to be allotted to the Investors under this resolution, shall be subject to lock-in as provided under the provisions of Chapter V of the ICDR Regulations and shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (vii) The Board is empowered to decide and approve the other terms and conditions of the Preferential Issue subject to agreement with the Investors and in compliance with the provision of Chapter V of the ICDR Regulations.

RESOLVED FURTHER THAT if required, the existing Directors Committee be and is hereby authorized to issue and allot the Equity shares subsequent to the approval of the members of the Company and/ or Regulatory Authorities in this regard, and, to take all incidental and consequential



actions on such issue and allotment, and thereafter.

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

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

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

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 and Infrastructure Limited

Sd/-

(ABDUL SAMI)
General Manager {Corp. Affairs}
& Company Secretary
FCS- 7135

Date: 03.11.2022

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 General 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 Extra Ordinary General Meeting of the Company ("EGM" / "Meeting") is being held through VC / OAVM.

- b) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") in respect of the special business to be transacted under item no. 1 of the Notice, is annexed hereto.
- c) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed with the Notice.**
- d) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM 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 EGM.
- e) 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 EGM through VC/OAVM on its behalf and to vote through remote e-voting and voting at the EGM. 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.
- f) The Notice of the Extra Ordinary General Meeting 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 the EGM will also be available on the Company's website (www.ansalapi.com), website of Link Intime India Private Limited (www.linkintime.co.in) ("Registrar and Shares Transfer Agent"/ "RTA") 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 EGM through VC/OAVM facility only.**
- g) 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:
 - i. 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.



- ii. 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.

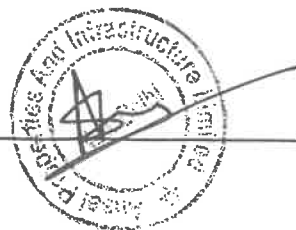
- h) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- i) All documents referred to in the Notice have been posted on the website of the Company (www.ansalapi.com) and available for inspection from the date of circulation of this Notice, up to the date of the Extra Ordinary General Meeting.
- j) 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 the resolution/s set forth in this Notice. Further, the facility for voting through electronic voting system will also be made available at the EGM ("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.
- k) The instructions for Members (Shareholders) for remote e-voting as well as to attend and vote at the Extra Ordinary 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.nsd.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 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 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:

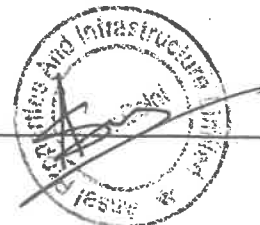
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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 ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.



Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

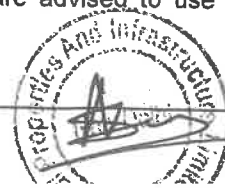
- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget



User ID and Forget Password option available at above mentioned depository/ depository 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 Extra Ordinary General Meeting through InstaMeet:**

Shareholders/Members are entitled to attend the Extra Ordinary General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Extra Ordinary General Meeting through VC/OAVM shall open for 15 minutes before the time scheduled for the Extra Ordinary 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 Extra Ordinary 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 Extra Ordinary 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 Extra Ordinary 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 Thursday, 24th November, 2022 from 10.00 A.M to Saturday, 26th November, 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/>

CISCO

Event Information:

Event status: Event is not started

Date and time: 24 Nov 2022, 10:00 AM - 11:00 AM

Duration: 1 hour

Description: Shareholders Meeting

By joining this event you are accepting the Cisco Webex Terms of Service and Privacy Policy.

Join Event Now

You cannot join the event now because it has not started

First name:

Last name:

Email address:

Event password:

← Mention your first name, last name and email address

←

NEW

If you are the host, first name is required

*** Instructions for Shareholders/Members to Vote during the Extra Ordinary 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 Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolution/s 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 Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary 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.

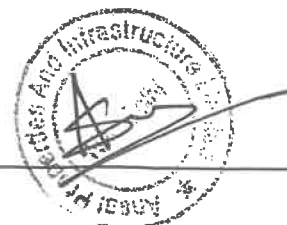
Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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 EGM.



A person, who has acquired share(s) and become the Member of the Company after the dispatch of Notice of EGM and holding shares as on the cut off date i.e. the 21st November, 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 EGM 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 Thursday, the 24th November, 2022 (9:00 a.m.) and ends on Sunday, the 27th November, 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 November, 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. 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 November, 2022.
3. 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.
4. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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 submit, 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 him in writing who shall countersign the same.
5. 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.
6. Subject to the receipt of requisite number of votes, the resolution/s proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Monday, the 28th November, 2022.



**EXPLANATORY STATEMENT FOR ITEM AS REQUIRED U/S. 102 OF THE COMPANIES ACT,
2013 SETTING OUT ALL MATERIAL FACTS**

Item no.1 (Special Resolution)

In order to meet the fund requirements for the purposes of (a) Working capital (b) Construction and Development activities in various existing projects of the Company (c) Payment of existing demands of the Government departments/ Development authority/ies for clearance of essential approvals and projects and (d) Other General Corporate Purposes etc., the Board of Directors of the Company ("Board") at their meeting held on the Thursday, the 03rd November, 2022, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("ICDR Regulations"), up to an aggregate of 74,40,000 (Seventy Four Lakhs and Forty Thousand) nos. of Equity shares of face value of Rs. 5/- (Rupees Five only) each of the Company ("Equity shares") at an issue price of Rs. 27/- (Rupees Twenty Seven only) (including a premium of Rs. 22/-) per Equity share ("Issue Price"), to following Non-Promoter (Public):

- (a) Up to 7,50,000 (Seven Lakhs and Fifty Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,02,50,000 (Rupees Two Crores Two Lakhs and Fifty Thousand Only) to Shri Arvinder Singh Pasricha (PAN: AAAPP1385R) R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030 (Non-Promoter {Public}).
- (b) Up to 5,50,000 (Five Lakhs and Fifty Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,48,50,000 (Rupees One Crore Forty Eight Lakhs and Fifty Thousand Only) to Shri Angad Pasricha (PAN: ALZPP9337R) R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030 (Non-Promoter {Public}).
- (c) Up to 5,50,000 (Five Lakhs and Fifty Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,48,50,000 (Rupees One Crore Forty Eight Lakhs and Fifty Thousand Only) to Ms. Zinnia Pasricha (PAN: AJWPP8790M) R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030 (Non-Promoter {Public}).
- (d) Up to 18,51,000 (Eighteen Lakhs and Fifty One Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 4,99,77,000 (Rupees Four Crores Ninety Nine Lakhs and Seventy Seven Thousand Only) to Ms. Ankita Saraf (PAN: DFJPS6126A) R/o. House No. 27A, Green Avenue Lane, Vasant Kunj, South West Delhi-110070 (Non-Promoter {Public}).
- (e) Up to 9,26,000 (Nine Lakhs and Twenty Six Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,50,02,000 (Rupees Two Crores Fifty Lakhs and Two Thousand Only) to Shri Umesh Saraf (PAN: ABHPS6562P) R/o. House No. 27A, Green Avenue Lane, Vasant Kunj, South West Delhi-110070 (Non-Promoter {Public}).
- (f) Up to 9,26,000 (Nine Lakhs and Twenty Six Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,50,02,000 (Rupees Two Crores Fifty Lakhs and Two Thousand Only) to Shri Devesh Saraf (PAN: HTAPS3414N) R/o. House No. 27A, Green Avenue Lane, Vasant Kunj South West Delhi-110070 (Non-Promoter {Public}).
- (g) Up to 3,75,000 (Three Lakhs and Seventy Five Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,01,25,000 (Rupees One Crore One Lakh and Twenty Five Thousand Only) to Shri Sandeep Dhingra (PAN: ABJPD1683L) (Non Resident Indian) R/o. 985, Bukit Timah Road, #06-18 Singapore-589627 (Non-Promoter (Public)).



- (h) Up to 3,71,000 (Three Lakhs and Seventy One Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,00,17,000 (Rupees One Crore and Seventeen Thousand Only) to Shri Prashant Omprakash Kothari (PAN: ADTPK4169L) (Non Resident Indian) R/o. 235 Arcadia Road, #09-07 Singapore-289843 (Non-Promoter {Public}).
- (i) Up to 7,41,000 (Seven Lakhs and Forty One Thousand) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 2,00,07,000 (Rupees Two Crores and Seven Thousand Only) to M/s. Amayra Corporate Services Private Limited (PAN: AAGCA0380A) having registered office at G-6 Ground Floor, Saket, New Delhi-110017 (Non-Promoter entity {Public}).
- (j) Up to 4,00,000 (Four Lakhs) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 1,08,00,000 (Rupees One Crore and Eight Lakhs Only) to Shri Chandra Kant Jaipuria (PAN: ADHPJ5512C) R/o. 8, Prithviraj Road, New Delhi-110011 (Non-Promoter {Public}).

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

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

1. The object/purpose of the Preferential Issue:

The proceeds of the Preferential Issue are proposed to be used by the Company to meet the fund requirements for the purposes of (a) Working capital (b) Construction and Development activities in various existing projects of the Company (c) Payment of existing demands of the Government departments/ Development authority/ies for clearance of essential approvals and projects and (d) Other General Corporate Purposes etc.

2. Maximum Number of Specified Securities to be issued.

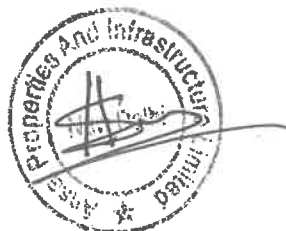
The Special Resolution authorises the Board to issue and allot, by way of preferential issue on a private placement basis, in compliance with ICDR Regulations, up to an aggregate of 74,40,000 (Seventy Four Lakhs and Forty Thousand) nos. of Equity shares of face value of Rs. 5/- (Rupees Five only) each of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

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

None of the Promoter/Promoter group nor any Director/Key Management Personnel of the Company intend to subscribe to the Preferential Issue. None of the Directors or Promoters are fugitive economic offenders as defined under the ICDR Regulations.

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

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



	Category	Pre-Preferential Shareholding pattern as on the 28th October, 2022		Post Preferential Issue Shareholding Pattern*		Post Preferential Issue Shareholding pattern**	
		Pre-Preferential Issue Shareholding	Pre-Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %
A	PROMOTERS GROUP SHAREHOLDING						
1	Indian						
(a)	Individuals / Hindu Undivided Family	50841099	32.30	50841099	30.84	50841099	25.01
(b)	Central Government / State Government(s)	0	0.00	0	0.00	0	0.00
(c)	Financial Institutions / Banks	0	0.00	0	0.00	0	0.00
(d)	Any Other (Specify)	25927385	16.47	25927385	15.73	34727385	17.09
	Sub Total (A)(1)	76768484	48.77	76768484	46.57	85568484	42.10
2	Foreign	0	0.00	0	0.00	0	0.00
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	76768484	48.77	76768484	46.57	85568484	42.10
B	Public Shareholding						
1	Institutions (Domestic)						
(a)	Mutual Fund	2600	0.00	2600	0.00	2600	0.00
(b)	Venture Capital Funds	0	0.00	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0.00	0	0.00	0	0.00
(d)	Banks	1934106	1.23	1934106	1.17	1934106	0.95
(e)	Insurance Companies	792677	0.50	792677	0.48	792677	0.39
(f)	Provident Funds/ Pension Funds	0	0.00	0	0.00	0	0.00
(G)	Asset Reconstruction Companies	0	0.00	0	0.00	0	0.00
(h)	Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
(i)	NBFCs registered with RBI	10450	0.01	10450	0.01	10450	0.01
(j)	Other Financial Institutions	1800	0.00	1800	0.00	1800	0.00
(k)	Any Other (Specify)	0	0.00	0	0.00	0	0.00
	Sub Total (B)(1)	2741633	1.74	2741633	1.66	2741633	1.35
2	Institutions (Foreign)						
(a)	Foreign Direct Investment	0	0.00	0	0.00	0	0.00
(b)	Foreign Venture Capital Investors	0	0.00	0	0.00	8900000	4.38
(c)	Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investors Category I	1736606	1.10	1736606	1.05	1736606	0.85
(e)	Foreign Portfolio Investors Category II	0	0.00	0	0.00	14526267	7.15
(f)	Overseas Depositories(holding DRs) (balancing figure)	0	0.00	0	0.00	0	0.00
(g)	Any Other (Specify)	5400	0.00	5400	0.00	5400	0.00
	Sub Total (B)(2)	1742006	1.11	1742006	1.06	25168273	12.38
3	Central Government/ State Government(s)	900	0.00	900	0.00	900	0.00
4	Non-Institutions						
(a)	Associate companies / Subsidiaries	0	0.00	0	0.00	0	0.00



Category	Pre-Preferential Shareholding pattern as on the 28th October, 2022		Post Preferential Issue Shareholding Pattern*		Post Preferential issue Shareholding pattern**	
	Pre-Preferential Issue Shareholding	Pre-Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %
(b) Directors and their relatives (excluding Independent Directors and nominee Directors)	0	0.00	0	0.00	0	0.00
(c) Key Managerial Personnel	1	0.00	1	0.00	1	0.00
(d) Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0.00	0	0.00	0	0.00
(e) Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0.00	0	0.00	0	0.00
(f) Investor Education and Protection Fund (IEPF)	817121	0.52	817121	0.50	817121	0.40
(g) i. Resident individual holding nominal share capital up to Rs. 2 lakhs.	18808078	11.95	18808078	11.41	18808078	9.25
(h) ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs. (including seven proposed allottees other than NRI and Domestic Company) \$	33785183	21.46	39738183	24.11	43238183	21.27
(i) Non Resident Indians (NRIs) (including Shri Sandeep Dhingra and Shri Prashant Omprakash Kothari) \$	713870	0.45	1459870	0.89	1859870	0.92
(j) Foreign Nationals	0	0.00	0	0.00	0	0.00
(k) Foreign Companies	0	0.00	0	0.00	0	0.00
(l) Bodies Corporate (including Amayra Corporate Services Private Limited) \$	10528646	6.69	11269646	6.84	13543379	6.66
(m) Any Other (Specify)	11498954	7.31	11498954	6.98	11498954	5.66
Sub Total (B)(4)	76151853	48.38	83591853	50.71	89765586	44.17
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)	80636392	51.23	88076392	53.43	117676392	57.90
C Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0.00	0	0.00	0	0.00
1 Custodian/DR Holder	0	0.00	0	0.00	0	0.00
2 Employee Benefit Trust / Employee Welfare Trust under SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021	0	0.00	0	0.00	0	0.00
Total Shareholding A+B+C	157404876	100	164844876	100	203244876	100

* Assuming no change in post- issue shareholding pattern except 74,40,000 (Seventy Four Lakhs and Forty Thousand) nos. of Equity shares of the Company, proposed to be issued and allotted under present Preferential Issue.



** Computed on fully diluted basis, assuming (1) allotment under present Preferential Issue (2) allotment of 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of the Company, under previous Preferential issue, which was approved by the Board of Directors on the 19th October, 2022 (Shareholders approval expected to be received on the 18th November, 2022 through postal ballot and for which the Company has already applied for "In-principle" approval before the Stock Exchanges) and (3) conversion of existing convertible securities i.e. 2,12,00,000 (Two Crores and Twelve Lakhs) nos. of Warrants into equivalent nos. of Equity shares of the Company.

§ Pre-Preferential issue and Post Preferential issue and Post Preferential issue on fully diluted basis, holdings of the Investors are mentioned herein below:

S. No.	Name of Investors	Pre-Preferential share Holding	% of Pre-Preferential share holding	Post Preferential share holding	% of post Preferential share holding	Post Preferential share holding on fully diluted basis	% of post Preferential share holding on fully diluted basis
1	Arvinder Singh Pasricha	0	0	750000	0.45	750000	0.37
2	Angad Pasricha	0	0	550000	0.33	550000	0.27
3	Zinnia Pasricha	0	0	550000	0.33	550000	0.27
4	Ankita Saraf	0	0	1851000	1.12	1851000	0.91
5	Umesh Saraf	0	0	926000	0.56	926000	0.46
6	Devesh Saraf	0	0	926000	0.56	926000	0.46
7	Sandeep Dhingra	0	0	375000	0.23	375000	0.18
8	Prashant Omprakash Kothari	0	0	371000	0.23	371000	0.18
9	Amayra Corporate Services Pvt Ltd	0	0	741000	0.45	741000	0.36
10	Chandra Kant Jaipuria	0	0	400000	0.24	400000	0.20

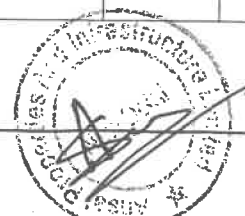
5. Proposed time within which preferential issue shall be completed:

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

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

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

Sr. No.	Name and Address of the proposed allottee(s)	Category/Status of Investors (Promoter/Non-promoter)		Name/PAN of ultimate beneficial owners of proposed allottee(s)	Pre-preferential holding & (%) (ason cut-off date i.e. 28 th October, 2022)	No. of Equity shares proposed to be issued under present preferential issue	Percentage of post preferential issue capital *	Percentage of post preferential issue capital **
		Current	Proposed					
1	Arvinder Singh Pasricha R/o. Fam No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030	Not Applicable	Non-Promoter	Not Applicable	0.00	750000	0.45	0.37



Sr. No.	Name and Address of the proposed allottee(s)	Category/Status of Investors (Promoter/Non-promoter)		Name/PAN of ultimate beneficial owners of proposed allottee(s)	Pre-preferential holding & (%) (ason cut-off date i.e. 28 th October, 2022)	No. of Equity shares proposed to be issued under present preferential issue	Percentage of post preferential issue capital *	Percentage of post preferential issue capital **
		Current	Proposed					
2	Angad Pasricha R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030	Not Applicable	Non-Promoter	Not Applicable	0.00	550000	0.33	0.27
3	Zinnia Pasricha R/o. Farm No. 25, Prakriti Marg, Sultanpur Farm House, South Delhi-110030	Not Applicable	Non-Promoter	Not Applicable	0.00	550000	0.33	0.27
4	Ankita Saraf R/o. House No. 27A, Green Avenue Lane, Vasant Kunj, South West Delhi-110070	Not Applicable	Non-Promoter	Not Applicable	0.00	1851000	1.12	0.91
5	Umesh Saraf R/o. House No. 27A, Green Avenue Lane, Vasant Kunj, South West Delhi-110070	Not Applicable	Non-Promoter	Not Applicable	0.00	926000	0.56	0.46
6	Devesh Saraf R/o. House No. 27A, Green Avenue Lane, Vasant Kunj South West Delhi-110070	Not Applicable	Non-Promoter	Not Applicable	0.00	926000	0.56	0.46
7	Sandeep Dhingra R/o. 985, Bukit Timah Road, #06-18 Singapore-589627	Not Applicable	Non-Promoter	Not Applicable	0.00	375000	0.23	0.18
8	Prashant Omprakash Kothari R/o. 235 Arcadia Road, #09-07 Singapore-289843	Not Applicable	Non-Promoter	Not Applicable	0.00	371000	0.23	0.18
9	Amayra Corporate Services Pvt. Ltd Add: G-6 Ground Floor, Saket, New Delhi-110017	Not Applicable	Non-Promoter	Anil Kumar Garg (PAN: AATPG7274R)	0.00	741000	0.45	0.36
10	Chandra Kant Jaipuria R/o. 8, Prithviraj Road, New Delhi-110011	Not Applicable	Non-Promoter	Not Applicable	0.00	400000	0.24	0.20

* Assuming no change in post- issue shareholding pattern except 74,40,000 (Seventy Four Lakhs and Forty Thousand) nos. of Equity shares of the Company, proposed to be issued and allotted under present Preferential Issue.

** Computed on fully diluted basis, assuming (1) allotment under present Preferential Issue (2) allotment of 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of the Company, under previous Preferential issue, which was approved by the Board of Directors on the 19th October, 2022 (Shareholders approval expected to be received on the 18th November, 2022 through postal ballot and for which the Company has already applied for "In-principle" approval before the Stock Exchanges) and (3) conversion of existing convertible securities i.e. 2,12,00,000 (Two Crores and Twelve Lakhs) nos. of Warrants into equivalent nos. of Equity shares of the Company.

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

7. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

In terms of the provisions of the Companies Act, 2013, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and, approvals granted by the Board of Directors at their meeting held on the 26th May, 2022, the Members vide their Special Resolution dated the 27th June, 2022 and other necessary approvals, an aggregate of 2,12,00,000 (Two Crores and Twelve Lakhs) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees



Five) each of the Company ("Warrants"), at an exercise price of Rs. 17 /- (including a premium of Rs 12/-) per Equity share ("Exercise Price") were allotted by the Directors of the Company on the 05th July, 2022 to the following Promoter Group entity and Non-Promoters (Public), details of which are given below:-

S. No.	Name of Allottees	Category	No. of Securities (Warrants)
1	M/s. Orchid Realtech Private Limited	Promoter Group Entity	88,00,000
2	M/s. ICP Investments (Mauritius) Limited	Non-Promoter Entity (Public)	89,00,000
3	Smt. Geeta Rajpal	Non-Promoter (Public)	5,00,000
4	Shri Naveen Bhalla	Non-Promoter (Public)	10,00,000
5	Smt. Lata Aggarwal	Non-Promoter (Public)	2,00,000
6	Shri Sandeep Kohli	Non-Promoter (Public)	11,00,000
7	Dr. Satish Chandra	Non-Promoter (Public)	3,00,000
8	Shri Kulamani Biswal	Non-Promoter (Public)	4,00,000

8. Re-computation of Issue Price and its payment:

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

9. Disclosure pertaining to willful defaulters/ fraudulent borrower:

The details pertaining to willful defaulters/ fraudulent borrower are not applicable as neither the Company nor its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same.

10. Issue Price:

The Equity shares shall be allotted at an Issue Price of Rs. 27/- (Rupees Twenty Seven only) (including a premium of Rs. 22/-) per Equity share, which is higher than the minimum price of Rs. 26.85/- (Rupees Twenty Six and Eighty Five Paise only) determined in compliance with Chapter V of the ICDR Regulations.

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

In terms of Regulation 161 of ICDR Regulations, the Relevant Date has been reckoned as the 28th October, 2022, for the purpose of determination of the Issue Price of Equity shares.

In compliance with ICDR Regulations, the minimum issue price per Equity share is higher of the price determined through following methods:

- The Equity shares of the Company are listed on both National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are frequently traded as per provisions of ICDR Regulations. For the purpose of computation of the price, National Stock Exchange of India Limited, the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the Relevant date has been considered. In terms of the provisions of Regulation 164 of the ICDR Regulations, the minimum price at which the Equity shares may be issued computes to Rs. 26.85/- each.
- Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on Preferential basis.



The Board has approved the Issue Price for the Preferential Issue at Rs. 27 (Rupees Twenty Seven only) (including a premium of Rs.22/-) per Equity share, which is higher than the minimum price of Rs. 26.85/- (Rupees Twenty Six and Eighty Five Paise only).

12. Lock in period:

The Equity shares to be allotted under the proposed Preferential Issue shall be subject to lock-in as per the provisions of Chapter V of the ICDR Regulations.

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

13. Practicing Company Secretary's Certificate:

The certificate from M/s. PI & Associates, (FRN: P2014UP035400), being the Practicing Company Secretary, (Membership no. F11685 and PCS no. 16274) certifying that the Preferential Issue is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, shall be made available for inspection on the website of the Company at <https://www.ansalapi.com/pdf/PCS-Compliance-Certificate-Preferential-Issue-November-2022.pdf> up to the Monday, the 28th November, 2022.

14. Other Disclosures:

- a. The Investors has not sold any Equity shares of the Company in the last 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity shares of the Company are listed.
- c. This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.

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

All documents referred to in the Resolution shall be posted on the website of the Company and will be available for inspection until the date of Extra Ordinary General Meeting i.e. Monday, the 28th November, 2022.

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

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise in the proposed Special Resolution.

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 and Infrastructure Limited

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

Date: 03rd November, 2022
Place: New Delhi

