

Ref No.: SECY/S-16/2023

24th March, 2023

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

BSE SCRIP CODE: 507828

SUB: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 - Proceedings of Postal Ballot

Dear Sir/Madam,

Pursuant to the Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the special resolution passed by the shareholders through Postal Ballot on March 23, 2023.

The above is for your information and records.

Thanking you.

Yours faithfully,
For Ansal Housing Limited

(S.N. Grover)
V.P. & Company Secretary
M.No.: F4055

Ansal Housing Limited

— An ISO 9001:2015 Company —

(Formerly known as Ansal Housing & Construction Ltd.)

Regd. Office : 606, 6th Floor, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001, Ph. : 91-11-23317466, 23315108
Head Office : 2F-AHCL, 2nd Floor, Ansal Plaza, Sector-1, Vaishali, Ghaziabad, U.P. - 201010, Ph. : 91-120-3854000, 4195100
E-mail : ahl@ansals.com Website : www.ansals.com  www.facebook.com/AnsalsHousing CIN : L45201DL1983PLC016821

PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF ANSAL HOUSING LIMITED BY WAY OF POSTAL BALLOT ON THURSDAY, 23RD MARCH, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 606, 6TH FLOOR, INDRA PRAKASH, 21 BARAKHAMBHA ROAD, NEW DELHI – 110 001

Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time , Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India , as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meeting/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, circular No. 2/2022, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 in view of the COVID19 pandemic and other applicable laws, regulations, circulars, notifications (including any statutory modification or re-enactment thereof for the time being in force), the company has issued the postal ballot notice dated February 21, 2023 to obtain approval of shareholders for the following agenda item:.

- Issuance of 1,02,50,000 Equity Shares on Preferential Basis to the persons belonging to Promoter Group.

In compliance with the aforesaid Circulars, the Postal Ballot Notice were sent only through electronic mode to those Shareholders whose e-mail addresses were registered with the Company/ Depositories/Registrar and Share Transfer Agent as on the cut-off date i.e. February 17, 2023.

The Company has engaged services of M/s. Central Depository Services (India) Limited (‘CDSL’) for providing Remote E-voting facility to shareholders of the Company. The Remote e-voting period commenced from 9.00 a.m. (IST) on 22nd February, 2023 and ended on 5.00 p.m. (IST) on 23rd March, 2023 and the e-voting platform blocked thereafter.

The Notice was also available on the Company’s website, www.ansals.com and website of BSE Limited at www.bseindia.com and on the website of CDSL, the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at www.evoting.cdsl.com.

The intimation about the completion of dispatch of the postal ballot notice was also intimated to the shareholders by way of publication of advertisement in ‘Business Standard’ (English and Hindi) on February 22, 2023.

The Board of Directors of the Company at its meeting held on 09th February, 2023 had appointed Mr. Abhishek Mittal, Practicing Company Secretary as Scrutinizer for conducting the e-voting process in accordance with law and in fair and transparent manner.

After due scrutiny of all the e-voting received up to 5 PM on Thursday, 23rd March, 2023 (being the last date fixed for receipt of duly filled postal ballot forms), the scrutinizer submitted his final report on Thursday, 23rd March, 2023. The result of e-voting along with Scrutinizer’s Report was placed on the website of the Company at www.ansals.com as well as communicated to the Stock

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Exchanges, where the securities of the Company are listed. The result was also affixed on the notice board of the Company.

Based on the Scrutinizer's Report, the Results of the Voting by Postal Ballot through e-Voting are as under:

Special Resolution:

Issuance of 1,02,50,000 Equity Shares on Preferential Basis to the persons belonging to Promoter Group.

Particulars	Number of valid votes			Percentage
	Postal Ballot	E-voting	Total	
Assent	NA	5269625	5269625	99.913
Dissent	NA	4597	4597	0.087
Total	NA	5274222	5274222	100.000

Since out of the total valid votes polled, 99.913% of the votes were cast in favour of the resolution, the above special resolution was declared to have been passed with overwhelming majority.

The report furnished by Mr. Abhishek Mittal, the Scrutinizer was accepted by the Whole Time Director & CEO who authorized Mr. Som Nath Grover, V.P. & Company Secretary to declare the result. Pursuant to the authority given by the Whole Time Director & CEO, Mr. Som Nath Grover announced the result of e voting on Thursday, 23rd March, 2023 on the basis of the report of Scrutinizer declaring that all the resolutions were duly passed with the requisite majority:

The resolutions duly approved by members were as under:

SPECIAL RESOLUTION

Issuance of 1,02,50,000 Equity Shares on Preferential Basis to the persons belonging to Promoter Group

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 53, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Companies Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE where the shares of the Company are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (‘SEBI’), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘SEBI ICDR Regulations’), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (‘SEBI Takeover Regulations’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI,

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BSE and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 1,02,50,000 (One Crore Two Lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, towards conversion of outstanding unsecured loans into equity to the extent of Rs. 10,25,00,000/- (Rupees Ten Crore Twenty Five Lakh only), to be issued at a price of Rs. 10/- per Equity Share which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the following allottees belonging to Promoter Group (hereinafter referred to as the 'Proposed Allottees'), in the manner as follows:

Sr. No.	Name of proposed allottees	Category	No. of Equity Shares proposed to be allotted
1.	Ansal Clubs Private Limited	Promoter Group	25,00,000
2.	Ansal Land & Housing Private Limited	Promoter Group	13,50,000
3.	Ansal Development Private Limited	Promoter Group	32,00,000
4.	Ansal Rep Construction (International) Private Limited	Promoter Group	32,00,000
TOTAL			1,02,50,000

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determining the issue price of the Equity Shares is Tuesday, the 21st February, 2023, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. the last date of 23rd March, 2023 as specified for casting of votes through Remote E-voting process.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The outstanding unsecured loans held in the name of Proposed Allottees shall be adjusted against the allotment of Equity Shares, meaning thereby an amount required to be paid against the payment of equity shares shall be set off from the outstanding unsecured loans at the time of subscription of Equity Shares.
- The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

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- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity Shares shall be made in dematerialized form only.
- f) The equity shares so offered, issued and allotted will be listed on the BSE, where the equity shares of the Company are already listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the Equity Shares to be created, offered, issued and allotted to the Promoter Group shall rank pari passu in all respects with the existing Equity Shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including application to BSE for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares and signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee(s) of Directors or to any Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, in order to give effect to the above mentioned resolution.”

Yours faithfully,
For Ansal Housing Limited

(S.N. Grover)
V.P. & Company Secretary
M.No: F4055