

29th September, 2018

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

BSE Limited
25th Floor,
P. J. Towers,
Dalal Street,
Mumbai - 400 001

Reg.: 51st Annual General Meeting held on the 29th September, 2018

Ref: 1. Companies Act, 2013 and Rules made there under.

2. Regulations 30, 34 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")

Dear Sir/ Madam,

In continuation to our letter dated the 08th September, 2018, please note that 51st Annual General Meeting ('AGM') of the Company was held on the 29th September, 2018 (i.e. today) and the businesses mentioned in the Notice were transacted except item no-7 in respect of approving the continuation of directorship of Dr. Ramesh Chandra Vaish as an Independent Director, which was dropped as Dr. Ramesh Chandra Vaish has already resigned from the directorship of the Company w.e.f. 13th September, 2018.

In this regard, please find enclosed herewith the following:

- i. Voting Results as required under Regulation 44(3) of the SEBI Regulations as **Annexure - "A"**.
- ii. Summary of proceedings as required under Regulation 30 of SEBI Regulations as **Annexure - "B"**.
- iii. Report of Scrutinizer dated the 29th September, 2018, pursuant to Section-108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure-"C"**.
- iv. Annual Report for the Financial year 2017-18 as required under Regulation 34 of SEBI Regulations duly approved and adopted by the members as **Annexure - "D"**

This is for your information and records please.

Thanking you,

Yours faithfully,
for **Ansal Properties & Infrastructure Ltd.**


(Deepak Jain)
Company Secretary

Encl : as above

cc: M/s. Link Intime India Private Limited,
44, Community Centre, 2nd Floor
Naraina Industrial area, Phase-I
New Delhi - 110028.

Ansal Properties & Infrastructure Ltd.

(An ISO 14001 : 2004 & OHSAS 18001 : 2007)

115, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110 001

Tel. : 23353550, 66302268 / 69 / 70 / 72,

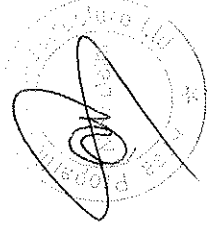
Website : www.ansalapi.com

CIN-L45101DL1967PLC004759

Email: customer@ansalapi.com, TOLL FREE NO. 1800 266 5565

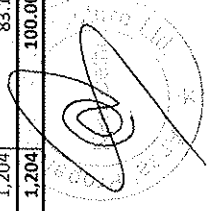
Voting result of the 51st Annual General Meeting of Ansal Properties & Infrastructure Limited held on Saturday, the 29th September, 2018 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the Annual General Meeting	29th September, 2018							
Total Number of shareholders on record date	38167							
No. of shareholders present in the meeting either in person or through proxy:	4750							
Promoters and Promoter Group:	23							
Public :	4727							
No. of shareholder attended the meeting through Video Conferencing	NIL							
Promoters and Promoter Group:	NIL							
Public :	NIL							
Agenda - Wise disclosure								
Resolution required :(Ordinary/Special)	Ordinary - 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended the 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={2/(1)}*100	No of Votes-in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={4/(2)}*100	% of Votes against on votes polled (7)={5/(2)}*100
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
	Poll		0	0.00		0	0.00	0.00
	Postal Ballot (if applicable)							
Public- Institutions	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
	E-Voting	7,716,744	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
Public - Non Institutions	Postal Ballot (if applicable)							
	Total	7,716,744	0	-				
	E-Voting	72,919,648	1,706	0.00	1,702	4	99.77	0.23
Total	Poll		5,427	0.01	5,427	0	100.00	1.84
	Postal Ballot (if applicable)							
	Total	72,919,648	7,133	0.01	7,129	4	99.94	0.06
Total		157,404,876	76,775,617	48.78	76,775,613	4	100.00	0.00



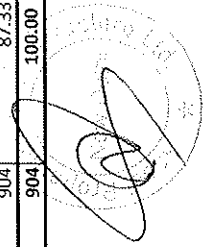
Resolution required :(Ordinary/ Special)								
Ordinary - 2. To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and, being eligible, offers himself for re-appointment.								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Yes								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of Votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		76,768,484	100.00	76,768,484	0	100.00	0.00
	Poll	76,768,484	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	7,716,744	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	7,716,744	0	-	0	0	0.00	0.00
Public - Non Institutions	E-Voting		1,706	0.00	2	1,704	0.12	99.88
	Poll	72,919,648	5,427	0.01	5,427	0	100.00	1.84
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	72,919,648	7,133	0.01	5,429	1,704	76.11	23.89
	Total	157,404,876	76,775,617	48.78	76,773,913	1,704	100.00	0.00

Resolution required :(Ordinary/ Special)								
Ordinary - 3. To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and, being eligible, offers himself for re-appointment.								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Yes								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of Votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		76,768,484	100.00	76,768,484	0	100.00	0.00
	Poll	76,768,484	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	7,716,744	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	7,716,744	0	-	0	0	0.00	0.00
Public - Non Institutions	E-Voting		1,706	0.00	502	1,204	29.43	70.57
	Poll	72,919,648	5,427	0.01	5,427	0	100.00	1.84
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	72,919,648	7,133	0.01	5,929	1,204	83.12	16.88
	Total	157,404,876	76,775,617	48.78	76,774,413	1,204	100.00	0.00



Resolution required :(Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary - 4. To appoint a Director in place of Shri Anil Kumar (DIN: 00002126), who retires by rotation and, being eligible, offers himself for re-appointment.									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No of Votes-in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of Votes against on votes polled (7)={(5)/(2)}*100			
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot (if applicable)										
Total		76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00			
Public- Institutions	E-Voting		1,706	0.00	502	1,204	29.43	70.57			
	Poll	72,919,648	5,427	0.01	5,427	0	100.00	1.84			
	Postal Ballot (if applicable)										
Total		72,919,648	7,133	0.01	5,929	1,204	83.12	16.88			
Total		157,404,876	76,775,617	48.78	76,774,413	1,204	100.00	0.00			

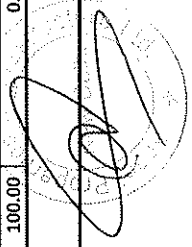
Resolution required :(Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Special - 5. To continue the directorship of Shri Dharmendar Nath Davar (DIN: 00002008) as an Independent Director.									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No of Votes-in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of Votes against on votes polled (7)={(5)/(2)}*100			
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot (if applicable)										
Total		76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00			
Public- Institutions	E-Voting	7,716,744	0	0.00	0	0	0.00	0.00			
	Poll										
	Postal Ballot (if applicable)										
Total		7,716,744	0	0.00	0	0	0.00	0.00			
Public- Non Institutions	E-Voting	72,919,648	1,706	0.00	802	904	47.01	52.99			
	Poll	72,919,648	5,427	0.01	5,427	0	100.00	1.84			
	Postal Ballot (if applicable)										
Total		72,919,648	7,133	0.01	6,229	904	87.33	12.67			
Total		157,404,876	76,775,617	48.78	76,774,713	904	100.00	0.00			



Resolution required : (Ordinary/ Special)	Special- 6. To continue the directorship of Shri Prithvi Raj Khanna (DIN: 00048800) as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of Votes against on votes polled (7)={(5)/(2)}*100		
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	-	-	-	-	-		
	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
Public- Institutions	E-Voting	7,716,744	0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	-	-	-	-	-		
	Total	7,716,744	0	0.00	0	0	0.00	0.00		
Public - Non Institutions	E-Voting	72,919,648	1,706	0.00	802	904	47.01	52.99		
	Poll		5,427	0.01	5,427	0	100.00	1.84		
	Postal Ballot (if applicable)		0	-	-	-	-	-		
	Total	72,919,648	7,133	0.01	6,229	904	87.33	12.67		
	Total	157,404,876	76,775,617	48.78	76,774,713	904	100.00	0.00		

Resolution required : (Ordinary/ Special)	Special- 7. To continue the directorship of Dr. Ramesh Chandra Vaish (DIN: 01068196) as an Independent Director ***									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of Votes against on votes polled (7)={(5)/(2)}*100		
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	-	-	-	-	-		
	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
Public- Institutions	E-Voting	7,716,744	0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	-	-	-	-	-		
	Total	7,716,744	0	0.00	0	0	0.00	0.00		
Public - Non Institutions	E-Voting	72,919,648	1,706	0.00	802	904	47.01	52.99		
	Poll		5,427	0.01	5,427	0	100.00	1.84		
	Postal Ballot (if applicable)		0	-	-	-	-	-		
	Total	72,919,648	7,133	0.01	6,229	904	87.33	12.67		
	Total	157,404,876	76,775,617	48.78	76,774,713	904	100.00	0.00		

***The Item No. 7 became infructuous because Mr. Ramesh Chandra Vaish resigned from directorship w.e.f. 13th September, 2018.



Resolution required :(Ordinary/ Special)	Special- 8. To continue the directorship of Dr. Lalit Bhasin [DIN: 00001607] as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={2}/(1)*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)-{(4)/(2)}*100	% of Votes against on votes polled (7)-{(5)/(2)}*100		
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)									
	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
Public- Institutions	E-Voting	7,716,744	0	0.00	0	0	0.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)									
	Total	7,716,744	0	0.00	0	0	0.00	0.00		
Public - Non Institutions	E-Voting	72,919,648	1,706	0.00	802	904	47.01	52.99		
	Poll	0	5,427	0.01	5,427	0	100.00	1.84		
	Postal Ballot (if applicable)									
	Total	72,919,648	7,133	0.01	6,229	904	87.33	12.67		
	Total	157,404,876	76,775,617	48.78	76,774,713	904	100.00	0.00		

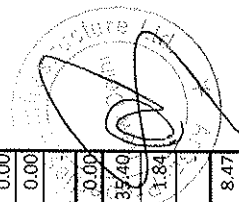
Resolution required :(Ordinary/ Special)	Ordinary- 9. To re-appoint Shri Pranav Ansal [DIN: 00017804] as Vice Chairman and Whole Time Director of a Company for a period of 5 (five) years.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={2}/(1)*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)-{(4)/(2)}*100	% of Votes against on votes polled (7)-{(5)/(2)}*100		
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)									
	Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00		
Public- Institutions	E-Voting	7,716,744	0	0.00	0	0	0.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)									
	Total	7,716,744	0	0.00	0	0	0.00	0.00		
Public - Non Institutions	E-Voting	72,919,648	1,706	0.00	502	1,204	29.43	70.57		
	Poll	0	5,427	0.01	5,427	0	100.00	1.84		
	Postal Ballot (if applicable)									
	Total	72,919,648	7,133	0.01	5,929	1,204	83.12	16.88		
	Total	157,404,876	76,775,617	48.78	76,774,413	1,204	100.00	0.00		

Ordinary- 10. To ratify the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2019.

Resolution required : (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={ (2)/(1)}*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)-{(4)/(2)}*100	% of Votes against on votes polled (7)-{(5)/(2)}*100
Category	Mode of Voting								
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
	Poll	0	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	76,768,484	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0	0.00	0	0	0.00	0.00
	Poll	7,716,744	7,716,744	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	7,716,744	7,716,744	0	-	0	0	0.00	0.00
Public - Non Institutions	E-Voting	1,706	1,706	1,706	0.00	1,702	4	99.77	0.23
	Poll	72,919,648	72,919,648	5,427	0.01	5,427	0	100.00	1.84
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	72,919,648	72,919,648	7,133	0.01	7,129	4	99.94	0.06
Total		157,404,876	157,404,876	76,775,617	48.78	76,775,613	4	100.00	0.00

Special- 11. To approve the power to mortgage, create charge on the Properties of the Company.

Resolution required : (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={ (2)/(1)}*100	No of Votes- in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)-{(4)/(2)}*100	% of Votes against on votes polled (7)-{(5)/(2)}*100
Category	Mode of Voting								
Promoter and Promoter Group	E-Voting	76,768,484	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
	Poll	0	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	76,768,484	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0	0.00	0	0	0.00	0.00
	Poll	7,716,744	7,716,744	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	7,716,744	7,716,744	0	-	0	0	0.00	0.00
Public - Non Institutions	E-Voting	1,706	1,706	1,706	0.00	1,102	604	64.60	35.40
	Poll	72,919,648	72,919,648	5,427	0.01	5,427	0	100.00	1.84
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	72,919,648	72,919,648	7,133	0.01	6,529	604	91.53	8.47
Total		157,404,876	157,404,876	76,775,617	48.78	76,775,013	604	100.00	0.00



**Details regarding the voting results at the 51st Annual General Meeting of
Ansal Properties and Infrastructure Limited**

Date of the AGM : 29th September, 2018

Total no. of shareholders as on record date: 38167

No. of shareholders present in the meeting either in person or through proxy: 4750

Promoters and Promoter Group: 23

Public: 4727

- Presence counted on the basis of no. of Folios/ Client IDs

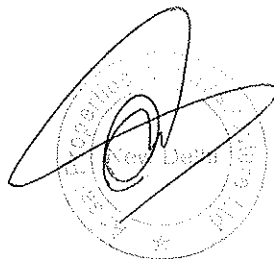
No. of shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not Applicable/ Not Arranged

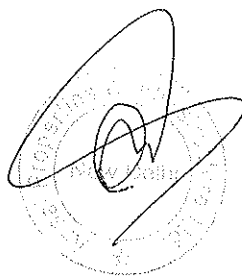
Public: Not Applicable/ Not Arranged

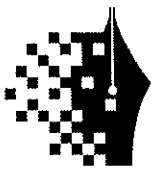
Details of the Agenda:

Agenda Item no	Description	Resolution Required	Mode of Voting	Result
1.	To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2018	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
2.	To appoint a Director in place of Shri Sushil Ansal {DIN:00002007}.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
3.	To appoint a Director in place of Shri Pranav Ansal {DIN:00017804}.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
4.	To appoint a Director in place of Shri Anil Kumar {DIN:00002126}.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
5	To continue the directorship of Shri Dharmendra Nath Davar {DIN:00002008} as an Independent Director.	Special Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority



6	To continue the directorship of Shri Prithvi Raj Kumar {DIN:00048800} as an Independent Director.	Special Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
7	To continue the directorship of Dr. Ramesh Chandra Vaish {DIN:01068196} as an Independent Director.	Matter has been dropped as Dr. Ramesh Chandra Vaish has resigned from the directorship of the Company w.e.f the 13 th September, 2018		
8	To continue the directorship of Dr. Lalit Bhasin {DIN:00001607} as an Independent Director.	Special Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
9	To re-appoint Shri Pranav Ansal {DIN:00017804} as Vice Chairman and Whole Time Director of the Company for a period of 5 {Five} years.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
10	To ratify the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the financial year ending 31st March, 2019.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
11	To approve the power to mortgage, create charge on the properties of the Company.	Special Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority





Ref No.: 13/NA/2018-2019

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH
POLLING PAPER**

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies
(Management and Administration) Rules, 2014 read with Companies (Management and
Administration) Amendment Rules, 2015]*

To,

The Chairman

51st Annual General Meeting of

Members of ANSAL PROPERTIES AND INFRASTRUCTURE LIMITED

Held on Saturday, September 29, 2018 at 11.00 A.M

At Sri Sathya Sai International Centre, Pragati Vihar,

Bhism Pitamah Marg (Near ICICIBank) Lodhi Road, New Delhi- 110003

Sub: Report on voting through electronic means carried out during September 26, 2018 (09:00 A.M. IST) to September 28, 2018 (5:00 P.M. IST) and Poll conducted at the Fifty First Annual General Meeting of the Company held on Saturday, September 29, 2018 at 11.00 A.M. At Sri Sathya Sai International Centre, Pragati Vihar, Bhism Pitamah Marg (Near ICICIBank) Lodhi Road, New Delhi- 110003

Dear Sir,

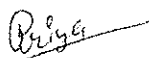
We, APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), appointed as Scrutinizer by the Board of Directors of Ansal Properties And Infrastructure Limited ("the Company") in the Board Meeting held on August 13, 2018:

- i. for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- ii. for the purpose of the poll taken on the below mentioned resolution(s), at the 51st Annual General Meeting of the Members of Ansal Properties And Infrastructure Limited, held on Saturday, September 29, 2018 at 11.00 A.M at Sri Sathya Sai International Centre, Pragati Vihar, Bhism Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi- 110003, submit our report as under:

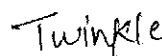


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1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to 51st Annual General Meeting (AGM) of the shareholders of the Company. Our responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited ("LI IPL"), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 51st Annual General Meeting of the Company.
2. Further for the above, we submit our report as under:
 - a. In accordance with the Notice of the 51st AGM sent to the shareholders, the e-voting period commenced on Wednesday, September 26, 2018 (09:00 A.M. IST) to Friday, September 28, 2018 (5:00 P.M. IST).
 - b. The voting rights were reckoned on Saturday, September 22, 2018 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM on the resolutions (item no. 1 to 11 as set out in the notice of the 51st AGM of the Company).
 - c. At the venue of the AGM, the facility to vote through Ballot papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-voting.
 - d. I have locked and sealed one empty ballot box in the presence of the members and proxies after showing the empty ballot box to the members. Thereafter, members have casted their votes and dropped the Ballot Papers in the ballot box.
 - e. After the time fixed for closing of the Poll by the Chairman, the locked ballot box was subsequently opened in our presence along with two witnesses, Ms. Priya Garg and Ms. Twinkle, who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the ballot box being unlocked in their presence.



Name: Priya Garg



Name: Twinkle



- f. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company. And we have relied on information provided by the Registrar and Transfer Agent of the Company in relation to details regarding number of shares held and signature of shareholders.
- g. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- h. After counting the votes casted by the members and proxy holders present at the 51st AGM, through polling paper, the votes casted through remote e-voting were unblocked on September 29, 2018, around 11:45 A.M. in the presence of two witnesses, Ms. Priya Garg & Ms. Twinkle, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

Priya

Twinkle

Name: Priya Garg

Name: Twinkle

- i. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of the Link Intime India Private Limited ("LIPL") and poll conducted at the 51st Annual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: Adoption of audited financial statements (standalone and consolidated) of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors' thereon.

- (i) Voted in favor of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	29	76770186	99.99
Total	51	76775613	100.00



(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	4	0.00
Total	1	4	0.00

(iii) Invalid votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

Item No. 2

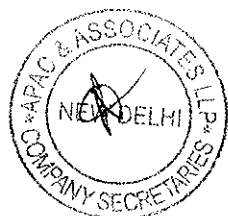
Ordinary Resolution: Reappointment of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	24	76768486	99.99
Total	46	76773913	100.00

(i) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	5	1704	0.00
Total	5	1704	0.00



(ii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

Item No. 3

Ordinary Resolution: Reappointment of Shri Pranav Ansal (DIN:00017804), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76768986	99.99
Total	50	76774413	100.00

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1204	0.00
Total	1	1204	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0



Item No. 4

Ordinary Resolution: Reappointment of Shri Anil Kumar (DIN: 00002126), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76768986	99.99
Total	50	76774413	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1204	0.00
Total	1	1204	0.00

(iii) Invalid votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

Item No. 5

Special Resolution: Continuation in the directorship of Shri Dharmendar Nath Davar {DIN:00002008} as an Independent Director.

(i) Voted in favor of the resolution:



Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76769286	99.99
Total	50	76774713	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	904	0.00
Total	1	904	0.00

(iii) Invalid votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

Item No. 6

Special Resolution: Continuation in the directorship of Shri Prithvi Raj Khanna {DIN: 00048800} as an Independent Director.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76769286	99.99
Total	50	76774713	100.00

(ii) Voted against the resolution:



Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	904	0.00
Total	1	904	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

Item No. 7

Special Resolution: Continuation in the directorship of Dr. Ramesh Chandra Vaish {DIN:01068196} as an Independent Director.

The matter was dropped as Dr. Ramesh Chandra Vaish has already resigned from the company w.e.f. September 13, 2018.

Item No. 8

Special Resolution: Continuation in the directorship of Dr. Lalit Bhasin {DIN: 00001607} as an Independent Director.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76769286	99.99
Total	50	76774713	100.00

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



Physical	0	0	0.00
E-voting	1	904	0.00
Total	1	904	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

Item No. 9

Ordinary Resolution: Re-appointment Shri Pranav Ansal {DIN: 00017804} as Vice Chairman and Whole Time Director of a Company for a period of 5 {Five} years.

(i) **Voted in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76768986	99.99
Total	50	76774413	100.00

(ii) **Voted against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1204	0.00
Total	1	1204	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them



Physical	0	0
E-voting	0	0
Total	0	0

Item No. 10

Ordinary Resolution: Ratification in the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2019.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76770186	99.99
Total	50	76775613	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	4	0.00
Total	1	4	0.00

(iii) Invalid votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0



Item No. 11

Special Resolution: Approve the power to mortgage, create charge on the Properties of the Company.

(iv) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	22	5427	.01
E-voting	28	76769586	99.99
Total	50	76775013	100.00

(v) Voted **against** the resolution:

Mode of voting	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	604	0.00
Total	1	604	0.00

(vi) **Invalid votes:**

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Physical	0	0
E-voting	0	0
Total	0	0

3. The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 51st Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.
4. It is to be noted:
 - a. The shareholders abstained from voting were not considered;



- b. Shareholders whose details are not matched as per list of shareholders as on Cut-off date (i.e. September 22, 2018) were considered as invalid;
- c. Institutional shareholders whose authorization resolutions were not received were considered as invalid; and
- d. The voting of shareholders, who have exercised their right to vote by way of remote e-voting and has once again voted in AGM, by way of e-voting were considered valid and voting cast through ballot in AGM were considered as invalid.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on website of the Company and (iii) website of LIPL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For **APAC & Associates LLP**

Company Secretaries

Neeta

Neeta Aggarwal

Partner

M. No.: 33744

C P No.:13218



Date: 29th September, 2018

Place: Delhi