

28th September, 2019**Script Code : ANSALAPI**

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

Script Code: 500013

BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Reg.: 52nd Annual General Meeting held on the 28th September, 2019

**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 07th September, 2019, 52nd Annual General Meeting ('AGM') of the Company was held on the 28th September, 2019 (i.e. today) and the businesses mentioned in the Notice were transacted.

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 28th September, 2019, pursuant to Section-108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure-"C"**.

Also note the following relating to changes made in the Annual Report 2018-19 because of typographical error:-

1. Designation of Shri Ashok Dang who has signed the financial statements shall be read as President (Finance) with pan no.
2. On page numbers 132 and 216 at note no. 52 and note no. 60, respectively, figure of Rs. 2.54 crores shall be read as Rs. 79.34 crores.

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: customercare@ansalapi.com TOLL FREE NO. 1800 266 5565

This is for your information and records please.

Thanking you,

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



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

Encl: as above.

Ansal Properties & Infrastructure Ltd.

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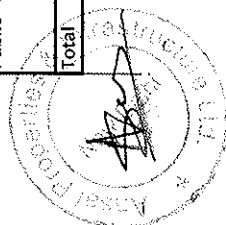
Voting result of the 52nd Annual General Meeting of Ansal Properties & Infrastructure Limited held on Saturday, the 28th September, 2019 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Date of the Annual General Meeting		28th September, 2019						
Total Number of shareholders on record date		37257						
No. of shareholders present in the meeting either in person or through proxy:		4899						
Promoters and Promoter Group:		21						
Public :		4878						
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. Adoption of the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended the 31st March, 2019 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	100.00	76,768,484	0	100.00	0.00
	Poll		76,768,484	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	7,617,594	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	7,617,594	0	-	0	0	0.00	0.00
Public- Non Institutions	E-Voting		66,824	0.09	66,824	0	100.00	0.00
	Poll	73,018,798	9,584	0.01	9,584	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	73,018,798	76,408	0.10	76,408	0	100.00	0.00
Total		157,404,876	76,844,892	48.82	76,844,892	0	100.00	-



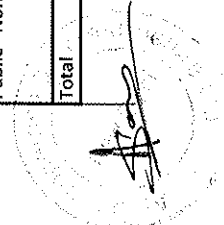
Ordinary - 2. Appointment of a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and, being eligible, offers himself for re-appointment.									
Resolution required :(Ordinary/ Special)	Yes								
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes								
Category	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	Mode of Voting								
	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	Mode of Voting								
	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll	7,617,594	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
Total	7,617,594	0	-	-	0	0	0.00	0.00	
Public - Non Institutions	Mode of Voting								
	E-Voting		66,824	0.09	989	65,835	1.48	98.52	
	Poll	73,018,798	9,584	0.01	9,584	0	100.00	0.00	
	Postal Ballot (if applicable)								
Total	73,018,798	76,408	0.10	10,573	65,835	13.84	86.16		
Total	157,404,876	76,844,892	48.82	76,779,057	65,835	99.91	0.09		

Ordinary - 3. Appointment of a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and, being eligible, offers himself for re-appointment.									
Resolution required :(Ordinary/ Special)	Yes								
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes								
Category	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	Mode of Voting								
	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	Mode of Voting								
	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll	7,617,594	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
Total	7,617,594	0	-	-	0	-	-		
Public - Non Institutions	Mode of Voting								
	E-Voting		66,824	0.09	989	65,835	1.48	98.52	
	Poll	73,018,798	9,584	0.01	9,584	0	100.00	0.00	
	Postal Ballot (if applicable)								
Total	73,018,798	76,408	0.10	10,573	65,835	13.84	86.16		
Total	157,404,876	76,844,892	48.82	76,779,057	65,835	99.91	0.09		



Special - 4. Appointment of Smt. Jagath Chandra (DIN: 07147686) as Non Executive Independent Woman Director.									
Resolution required :(Ordinary/ Special)	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	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		0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total	76,768,484	100.00	76,768,484	0	100.00	0.00		
Public- Institutions	E-Voting		0.00	0	0	0.00	0.00		
	Poll	7,617,594	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total	7,617,594	0	0	0	0.00	0.00		
Public - Non Institutions	E-Voting		0.09	66,824	0	100.00	0.00		
	Poll	73,018,798	0.01	9,584	0	100.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total	73,018,798	0.10	76,408	0	100.00	0.00		
	Total	157,404,876	48.82	76,844,892	0	100.00	-		

Ordinary - 5. Appointment of Shri Arvind Kumar Gupta (DIN: 03203379) as Non Executive Independent Director.									
Resolution required :(Ordinary/ Special)	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	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		0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total	76,768,484	100.00	76,768,484	0	100.00	0.00		
Public- Institutions	E-Voting		0.00	0	0	0.00	0.00		
	Poll	7,617,594	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total	7,617,594	0	0	0	0.00	0.00		
Public - Non Institutions	E-Voting		0.09	66,824	0	100.00	0.00		
	Poll	73,018,798	0.01	9,584	0	100.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total	73,018,798	0.10	76,408	0	100.00	0.00		
	Total	157,404,876	48.82	76,844,892	0	100.00	-		



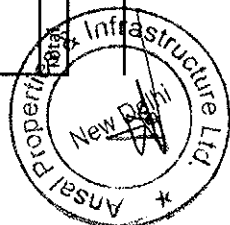
Ordinary- 6. Appointment of Shri Malay Chatterjee (DIN: 00380683) as Non Executive Independent Director***.

Resolution required :(Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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
	No								
		Promoter and Promoter Group							
			Mode of Voting						
			E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	100.00
			Poll	76,768,484	0	0.00	0	0	0.00
			Postal Ballot (if applicable)	-	-	-	-	-	-
			Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00
		Public- Institutions							
			E-Voting	0	0	0.00	0	0	0.00
			Poll	7,617,594	0	0.00	0	0	0.00
			Postal Ballot (if applicable)	-	-	-	-	-	-
			Total	7,617,594	0	-	0	0	0.00
		Public- Non Institutions							
			E-Voting	66,824	66,824	0.09	66,824	0	100.00
			Poll	73,018,798	9,584	0.01	9,584	0	100.00
			Postal Ballot (if applicable)	-	-	-	-	-	-
			Total	73,018,798	76,408	0.10	76,408	0	100.00
		Total							
				157,404,876	76,844,892	48.82	76,844,892	0	100.00

***The Item No. 6 became infructuous because Mr. Malay Chatterjee has resigned from directorship w.e.f. 09th September, 2019.

Ordinary- 7. Appointment of Shri Yogesh Gauba (DIN: 02604798) as Director of the Company.

Resolution required :(Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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
	No								
		Promoter and Promoter Group							
			Mode of Voting						
			E-Voting	76,768,484	76,768,484	100.00	76,768,484	0	0.00
			Poll	76,768,484	0	0.00	0	0	0.00
			Postal Ballot (if applicable)	-	-	-	-	-	-
			Total	76,768,484	76,768,484	100.00	76,768,484	0	0.00
		Public- Institutions							
			E-Voting	0	0	0.00	0	0	0.00
			Poll	7,617,594	0	0.00	0	0	0.00
			Postal Ballot (if applicable)	-	-	-	-	-	-
			Total	7,617,594	0	-	0	0	0.00
		Public- Non Institutions							
			E-Voting	66,824	66,824	0.09	66,824	20	99.97
			Poll	73,018,798	9,584	0.01	9,584	0	100.00
			Postal Ballot (if applicable)	-	-	-	-	-	-
			Total	73,018,798	76,408	0.10	76,388	20	99.97
		Total							
				157,404,876	76,844,892	48.82	76,844,872	20	100.00

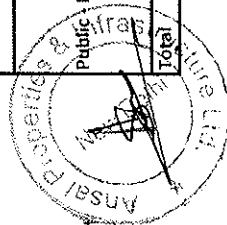


Ordinary - 8. Appointment of Shri Yogesh Gauba (DIN: 02604798) as Whole-Time Director and CEO of the Company.

Resolution required :(Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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
	No								
		Promoter and Promoter Group	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
		Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
		Public- Institutions	7,617,594	0	0.00	0	0	0.00	0.00
		Total	7,617,594	0	-	0	0	0.00	0.00
		Public - Non Institutions	73,018,798	66,824	0.09	66,824	0	100.00	0.00
		Total	73,018,798	66,824	0.01	9,584	0	100.00	0.00
		Total	157,404,876	76,408	0.10	76,408	0	100.00	0.00
		Total	157,404,876	76,844,892	48.82	76,844,892	0	100.00	-

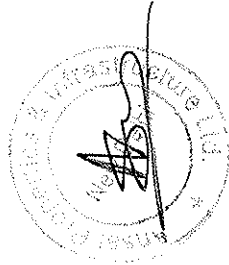
Special- 9. Re-appointment of Dr. Lalit Bhasin (DIN: 00001607) as Non Executive Independent Director .

Resolution required :(Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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
	No								
		Promoter and Promoter Group	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
		Total	76,768,484	76,768,484	100.00	76,768,484	0	100.00	0.00
		Public- Institutions	7,617,594	0	0.00	0	0	0.00	0.00
		Total	7,617,594	0	-	0	0	0.00	0.00
		Public - Non Institutions	73,018,798	66,824	0.09	66,824	0	100.00	0.00
		Total	73,018,798	66,824	0.01	9,584	0	100.00	0.00
		Total	157,404,876	76,408	0.10	76,408	0	100.00	0.00
		Total	157,404,876	76,844,892	48.82	76,844,892	0	100.00	-



Ordinary- 10. Ratification/approval of the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2020.

Resolution required : (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?	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
	No									
		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		0	0.00	0	0	0.00	0.00
			Poll	7,617,594	0	0.00	0	0	0.00	0.00
			Postal Ballot (if applicable)		-	-	-	-	-	-
			Total	7,617,594	0	-	0	0	0.00	0.00
		Public - Non Institutions	E-Voting		66,824	0.09	66,824	0	100.00	0.00
			Poll	73,018,798	9,584	0.01	9,584	0	100.00	0.00
			Postal Ballot (if applicable)		-	-	-	-	-	-
			Total	73,018,798	76,408	0.10	76,408	0	100.00	0.00
		Total		157,404,876	76,844,892	48.82	76,844,892	0	100.00	-



PROCEEDING OF THE 52nd ANNUAL GENERAL MEETING OF THE COMPANY

The 52nd Annual General Meeting of Ansal Properties & Infrastructure Limited {"the Company"} was held on Saturday, the 28th day of September, 2019 commenced at 11.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhishm Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi- 110003 and concluded at 11.25 a.m. Shri Sushil Ansal, Chaired the meeting. All the directors were present at the meeting. The requisite quorum was present, therefore, the Chairman declared the Annual General Meeting {in short, "AGM" or "meeting"} open. The Chairman welcomed all Directors present on the dias.

The Chairman informed the members present in the meeting that the Register of Directors, Key Managerial Personnel {in short, "KMP"} and their Shareholding and the Register of Contracts/Arrangements in which Directors were interested pursuant to the provisions of Sections 170, 171 and 189 of the Companies Act, 2013 and the Rules framed there under and other documents {including Auditors and Secretarial Audit Reports} as mentioned in the Notice were kept open for inspection at the meeting and remained open and accessible to any person attending the meeting.

The Chairman addressed the members present through his speech and among others, appraised them of the overall progress made by the Company without any adverse effect during the Financial Year 2018-19 and the 1st Quarter ended on the 30th June, 2019 of the Financial Year 2019-20.

The Chairman informed the members present in the meeting that in compliance with the provisions of Section 108 of the Companies Act, 2013 {"Act"} and other applicable provisions of the Act, read with Rule 20 of the Companies {Management and Administration} Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Secretarial Standard on General Meetings (SS-2) the Company had provided remote e-voting facility to all the members to enable them to vote on all the resolutions/items proposed in the Notice, and also provided physical ballot forms to those members who had attended the meeting and not voted through remote e-voting facility. He also informed that consolidated voting results would be disseminated on the Company's website i.e., www.ansalapi.com, and on the website of the Registrar and share Transfer Agent and Stock Exchanges where the shares of the Company are listed.

At the request of the Chairman, Shri Abdul Sami, General Manager {Corporate Affairs} & Company Secretary introduced Shri Chetan Gupta, practicing Company Secretary & partner at M/s APAC and Associates LLP, Company Secretaries, appointed as the Scrutinizer for conducting the remote e-voting and ballot process in a fair and transparent manner, was also present at the meeting.

The Chairman also informed the members present that pursuant to remote e-voting facility provided by the Company certain members had exercised their

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(An ISO 14001 : 2004 OHSAS 18001 : 2007)

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

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Website: www.ansalapi.com

CIN: L45101DL1967PLC004759

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

votes during e-voting period i.e. Wednesday, the 25th September, 2019 (9.00 A.M) to Friday, the 27th September, 2019 (5.00 P.M).

Thereafter, the Chairman read the following Agenda items and explained the objectives and implications in relation thereto except the businesses in respect of item Nos. 2 and 3 for which he vacated the Chair being interested and Dr. Lalit Bhasin, an Independent Director, who was not interested in the said items, took the chair with the unanimous consent of the members present.

Ordinary Business:-

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the Financial Year ended on the 31st March, 2019 and the reports of the Board of Directors (the Board) and Auditor's thereon.
2. Appointment of Shri Sushil Ansal {DIN: 00002007} as a Director, liable to retire by rotation.
3. Appointment of Shri Pranav Ansal {DIN: 00017804} as a Director, liable to retire by rotation.

Special Business:-

4. Appointment of Smt. Jagath Chandra (DIN: 07147686) as Non Executive Independent Woman Director.
5. Appointment of Shri Arvind Kumar Gupta (DIN: 03203379) as Non Executive Independent Director.
6. Appointment of Shri Malay Chatterjee (DIN: 00380683) as Non Executive Independent Director. (Matter has become infructuous as he has already resigned from the directorship of the Company w.e.f. the 09th September, 2019)
7. Appointment of Shri Yogesh Gauba (DIN: 02604798) as Director of the Company.
8. Appointment of Shri Yogesh Gauba (DIN: 02604798) as Whole Time Director and CEO of the Company.
9. Re-appointment of Dr. Lalit Bhasin (DIN: 00001607) as Non Executive Independent Director on the Board of the Company.
10. Ratification and confirmation of remuneration of M/s J.D. & Associates, the Cost Auditors of the Company for the financial year ending 31st March, 2020.

Queries/ clarifications were then invited from the members on each item of the Agenda and on receipt of no such queries/clarifications the meeting proceeded ahead and the Chairman thanked all the members present at the meeting.

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

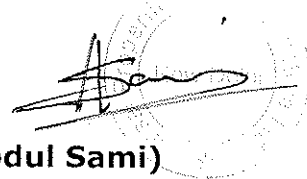


Shri Chetan Gupta, the Scrutinizer, then showed empty Ballot box to the members present and also locked and sealed the Ballot box in their presence.

The members present then deliberated and casted their votes by filling their physical Ballot form and dropping the same in the Ballot box. After obtaining confirmation from the members present in the meeting and the Scrutinizer, that all such members had exercised their vote, the Chairman declared the Ballot process as complete and the Scrutinizer took the Ballot box in the safe custody.

The Scrutinizer's report was received and all the resolutions set out in the Notice of the AGM were approved by the Members and declared as passed except item no. 6 regarding appointment of Shri Malay Chatterjee as Non-executive Independent Director, whose matter has become infructuous as he has already resigned from the directorship of the Company w.e.f. the 09th September, 2019.

**For Ansal Properties and
Infrastructure Limited**



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

**Date: 28th September, 2019
Place: New Delhi**

Ansal Properties & Infrastructure Ltd.

(An ISO 14001 : 2004 OHSAS 18001 : 2007)

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Ref No.: 18/NA/2019-2020

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended)

To
The Chairman
Ansal Properties & Infrastructure Limited

Sub: Report on voting through electronic means and Poll conducted at the 52nd Annual General Meeting (AGM) of the Company held on Saturday, September 28, 2019 at 11:00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Bhisam Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi-110003

Dear Sir,

I, Chetan Gupta, Company Secretary in Practice (COP No – 7077) & Partner, APAC & Associates LLP, Company Secretaries (ICSI Unique Code – P2011DE025300), have been appointed as Scrutinizer by the Board of Directors of Ansal Properties & Infrastructure Limited. ("the Company") in the Board Meeting held on August 13, 2019.

- (i) for the purpose of scrutinizing the e-voting process carried out during September 25, 2019 (09:00 A.M.) to September 27, 2019 (5:00 P.M.) 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 52nd Annual General Meeting of the members of Ansal Properties & Infrastructure Limited, held on Saturday, September 28, 2019 at 11:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisam Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi-110003, submit my report as under:

Management's Responsibility

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 of 52nd AGM of the members of the Company.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to make a Scrutinizer's report of the votes cast in "favour" or "against", based on the reports generated from the e-voting system provided by the Link Intime

Page 1 of 11

APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

Office: 310, Aggarwal Cyber Plaza-I, Netaji Subhash Place, Pitampura, New Delhi-110 034

Tel.: +91-11-49058720-21 • E-mail: info@apacandassociates.com • Website: www.apacandassociates.com

India Private Limited ("LIPL"), the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 52nd AGM of the Company.

1. Further for the above, I submit my report as under:

- a. The voting rights were reckoned on Saturday, September 21, 2019 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 Polling Papers at the AGM on the resolutions (item no. 1 to 10 as set out in the notice of the 52nd AGM of the Company).
- b. The Company has completed the dispatch of AGM Notice on September 04, 2019 to its members registered as on August 30, 2019:
 - through courier whose email IDs were not registered with the Company or its Registrar and Transfer Agent; and
 - through email by LIPL along with the details of Login ID and password whose email IDs were registered.
- c. In accordance with the Notice of the 52nd AGM sent to the members, the e-voting period commenced on Wednesday, September 25, 2019 at 09:00 A.M. to Friday, September 27, 2019 at 05:00 P.M.
- d. 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.
- e. 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.
- f. After the closure of the voting at the AGM, the locked ballot box was subsequently opened in my presence along with two witnesses, Ms. Monisha Meghna and Ms. Saloni Goyal who are not in the employment of the Company and ballot papers were diligently scrutinized. The ballot 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.
- g. The ballot 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 proxies present at the 52nd AGM, through ballot papers, the votes casted through remote e-voting were unblocked



on September 28, 2019, in the presence of two witnesses, Ms. Monisha Meghna and Ms. Saloni Goyal who are not in the employment of the Company.

- i. Thereafter, the details containing *inter-alia*, list of members, who voted in "favour" or "against" each of the resolutions that were put to vote, was generated from the e-voting website of the LIPL and poll conducted at the 52nd AGM.
- j. The ballot papers were diligently scrutinized, the details of members with signature were verified and the shareholding was matched / confirmed with the Register of Member(s) of the Company.
- k. The particulars of all ballot papers received from the members as well as details of e-voting as recorded through online platform provided by LIPL have been consolidated.
- l. A summary of the ballot papers received / votes cast electronically is given below:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2019 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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0

- (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: To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and 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	23	9584	0.01
E-voting	30	76769473	99.90
Total	53	76779057	99.91

(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
E-voting	1	65835	0.09
Total	1	65835	0.09

(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. 3

Ordinary Resolution: To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and 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	23	9584	0.01
E-voting	30	76769473	99.90



Total	53	76779057	99.91
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(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
E-voting	1	65835	0.09
Total	1	65835	0.09

(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

Special Resolution: To approve the appointment of Smt. Jagath Chandra (DIN: 07147686) as Non-Executive Independent Woman 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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0



(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

Ordinary Resolution: To approve the appointment of Shri. Arvind Kumar Gupta (DIN: 03203379) as Non-Executive 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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0

(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

Ordinary Resolution: To approve the appointment of Shri. Malay Chatterjee (DIN: 00380683) as Non-Executive 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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0

(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

Note:The matter became infructuous because Shri Malay Chatterjee has resigned from directorship w.e.f. September 09, 2019.



Item No. 7

Ordinary Resolution: To approve the appointment of Shri Yogesh Gauba (DIN: 02604798) as Director of the Company.

(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	23	9584	0.01
E-voting	30	76835288	99.99
Total	53	76844872	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
E-voting	1	20	0.00
Total	1	20	0.00

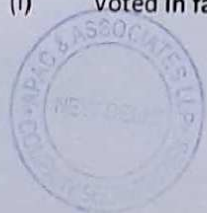
(iii) **Invalid** votes:

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. 8

Ordinary Resolution: To approve the appointment of Shri Yogesh Gauba (DIN: 02604798) as Whole-Time Director and CEO of the Company.

(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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0

(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

Special Resolution: To approve the re-appointment of Dr. Lalit Bhasin (DIN: 00001607) as Non-Executive Independent Director of the Company.

(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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0

(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: To ratify/ approve the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2020.

(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	23	9584	0.01
E-voting	31	76835308	99.99
Total	54	76844892	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
E-voting	0	0	0
Total	0	0	0

(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

2. Based on the aforesaid results, I report that 9 Ordinary/Special Resolutions as set out in Items No. 1 to 10 of the Notice of 52nd AGM have been **passed with requisite majority** on September 28, 2019, except Item No. 6 which became infructuous because Shri Malay Chatterjee has resigned from directorship w.e.f. September 09, 2019. You may declare the result accordingly.
3. The relevant records relating to poll including voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 52nd AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.
4. It is to be noted:
 - a. The members abstained from voting were not considered;
 - b. Body Corporates whose authorization resolutions/letter were not received were considered as invalid; and
 - c. In terms of Procedure and Instructions for E-voting given along with Notice, the votes via e-voting mode were considered valid in case the members opted to vote through both modes i.e. physical as well as electronically.

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


Chetan Gupta

Partner

C P No.:7077

Date:28.09.2019

Place: New Delhi

UDIN: F006496A000017551