

MINUTE BOOK

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ANSAL PROPERTIES & INFRASTRUCTURE LTD.

MINUTES OF THE 48th ANNUAL GENERAL MEETING OF M/S ANSAL PROPERTIES & INFRASTRUCTURE LTD., HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 COMMENCED AT 11.00 A.M. AT FICCI AUDITORIUM, TANSEN MARG, NEAR MANDI HOUSE METRO STATION, NEW DELHI-110001 AND CONCLUDED AT 11.25 A.M.

PRESENT:

1. Shri Sushil Ansal - Chairman and Whole Time Director
2. Shri Pranav Ansal - Vice Chairman and Whole Time Director
3. Shri Anil Kumar - Joint Managing Director & CEO
4. Shri D. N. Davar - Independent Director & Chairman - Audit Committee and Nomination and Remuneration Committee
5. Dr. R.C Vaish - Independent Director
6. Shri P. R. Khanna - Independent Director & Chairman - Stakeholder Relationship Committee
7. Dr. Lalit Bhasin - Independent Director

In Attendance:

- Shri Abdul Sami - Company Secretary
- Shri Sunil Gupta - Asst. Vice-President {Accounts} and Acting CFO
- Shri Amit Goel - S.S. Kothari Mehta & Co, Statutory Auditors
- Shri Chetan Gupta - APAC and Associates, Company Secretaries - Secretarial Auditor & Scrutinizer

Shri Sushil Ansal, Chairman of the Company, took the Chair.

The Chairman stated that Members/Beneficial Owners of shares of the Company present in person were 5475 (five thousand four hundred seventy five) in Nos. and by Proxies were 59 (fifty nine) in Nos. {collectively, in short "members"}. The requisite quorum was present, therefore, the Chairman declared the Annual General Meeting {in short, "AGM" or "meeting"} open.

The Register of Directors, Key Managerial Personnel {in short, KMP} and their Shareholding and the Register of Contract/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 thereunder 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 welcomed all Directors present on the dais. He also stated that two directors viz. Smt. Archana Capoor, appointed as an Independent



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Woman Director w.e.f. the 11th February, 2015 and Dr. P. S Rana, an Independent Director, could not attend the meeting as they were not in town due to their pre occupations. He also introduced Shri Abdul Sami, Qualified Company Secretary who had been appointed as Company Secretary of the Company w.e.f. the 01st September, 2015 in place of Shri Amitav Ganguly who had ceased to hold the position of the Company Secretary w.e.f the 31st August, 2015. Thereafter, he gave brief description about all the Directors and their contributions in guiding the affairs of the Company.

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 2014-15 and the 1st Quarter ended on the 30th June, 2015 of the Financial Year 2015-16.

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 Clause 35B of the Listing Agreement, 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.

At the request of the Chairman, Shri Abdul Sami, Company Secretary introduced Shri Chetan Gupta, a qualified practicing Company Secretary & a partner at M/s APAC and Associates, Company Secretaries, who was Secretarial Auditor of the Company for the Financial Year 2014-15 and also 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.

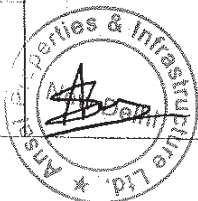
The Chairman also informed the members present that pursuant to remote e-voting facility provided by the Company certain members had exercised their votes during e-voting period i.e. Friday, the 25th September, 2015 (9.00 A.M) to Tuesday, the 29th September, 2015 (5.00 P.M).

Thereafter, before each item of AGM Agenda was put to vote at the AGM, the Chairman read the 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 Shri D.N Davar, an Independent Director, who was not interested in the said items, took the chair with the unanimous consent of the members present and explained the objectives and implications of the said items. 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.

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.

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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.

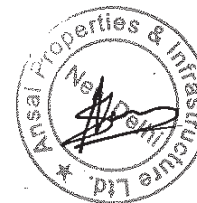
The Chairman also informed the members present that in terms of the Notice of AGM dated 01st September 2015, the Results would be declared on or before the 03rd October, 2015 and the said Results along with the combined Scrutinizer's Report {remote- e voting and physical ballot voting} would be placed on the Company's website www.ansalapi.com and displayed on the Notice Board of the Company at its Registered office and on the website of CDSL and be communicated to the BSE Limited, Delhi Stock Exchange Association Limited and the National Stock Exchange of India Limited, where the shares of the Company were listed.

Result of remote e-voting and voting through physical ballot conducted in respect of the Ordinary and Special Business items of the AGM Notice dated 01st September 2015, declared on the 01st October, 2015 in terms of the declaration specified in such Notice

On the basis of the combined Scrutinizer's Report dated the 01st October, 2015 for remote e-voting as well as the Report for the votes cast through physical Ballot form at the Annual General meeting and as per the results of such voting, all the Resolutions for the ordinary and the special businesses set out in the AGM Notice (item nos. 01 to 09) had been duly passed with the requisite majority.

The combined Results of the remote e-voting/ ballot voting and the Resolutions passed were mentioned herein below:

Item Nos. of Notice	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	Result Declared
	Nos.	% of total number of valid votes cast (Favor and against)	Nos.	% of total number of valid votes cast (Favor and against)	Nos. and {% of total number of valid votes cast (Favor and against)}	Nos.
Ordinary Business						
Item No. 1: Considering and adopting the Audited Balance Sheet	77,578,186	100.00	2	0.00	2 {0.00}	Passed



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	as at 31 st March, 2015 and the Profit & Loss Account together with the Consolidated Financial Statement of Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report (As an Ordinary Resolution)						
	Item No. 2 : Appointment of Shri Sushil Ansal {DIN: 00002007} as a director, who retires by rotation (As an Ordinary Resolution)	77,578,186	100.00	2	0.00	2 {0.00}	Passed
	Item No. 3 : Appointment of Shri Pranav Ansal {DIN: 00017804} as a director, who retires by rotation (As an Ordinary Resolution)	77,578,186	100.00	2	0.00	2 {0.00}	Passed
	Item No. 4: Appointment of Shri Anil Kumar {DIN: 00002126} as a Director, who retires by rotation (As an Ordinary Resolution)	77,578,186	100.00	2	0.00	2 {0.00}	Passed
CHAIRMAN'S INITIALS	Item No. 5: Appointment of	77,578,186	100.00	2	0.00	2 {0.00}	Passed

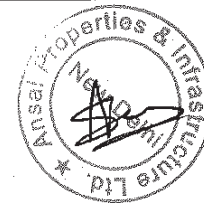


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M/s S.S Kothari Mehta & Company as Statutory Auditors of the Company and fixation of their remuneration. (As an Ordinary Resolution)						
Special Business						
Item No. 6 : Appointment of Smt. Archana Capoor {DIN: 01204170} as an Independent Woman Director. (As an Ordinary Resolution)	77,578,186	100.00	2	0.00	2 {0.00}	Passed
Item No. 7 : Ratified and confirmed the remuneration of M/s J.D & Associates, the Cost Auditors of the Company for the financial year ended on the 31st March, 2015. (As an Ordinary Resolution)	77,578,186	100.00	2	0.00	2 {0.00}	Passed
Item No. 8 : Approved the remuneration of M/s J.D & Associates, the cost Auditors of the Company for the financial year ending the 31st	77,578,186	100.00	2	0.00	2 {0.00}	Passed



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March, 2016 (As an Ordinary Resolution)						
Item No. 9: Approved the proposal of providing Corporate Guarantee including other securities as may be required on behalf of M/s Ansal Urban Condominiums Private Limited, for securing the issue and allotment of un-listed, secured, redeemable, non-convertible debentures up to Rs. 150 crores allotted to M/s Indostar Capital Finance Limited. (As a Special Resolution)	77,561,778	99.98	16410	0.02	2 {0.00}	Passed

The Resolutions passed hereunder had been recorded as a proceeding of the 48th Annual General Meeting of the Company

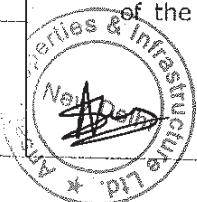
ORDINARY BUSINESS:

1. Approval of Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account together with the Consolidated Financial Statement of Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report thereon.

" **RESOLVED** as an Ordinary Resolution that Audited Balance Sheet of the Company as at the 31st March, 2015 and the Profit & Loss

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Account together with the Consolidated Financial Statement of Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report thereon, be and hereby received, considered and adopted"

The Resolution was passed with the requisite majority.

2. **Appointment of Shri Sushil Ansal {DIN: 00002007} as a director, who retires by rotation.**

"RESOLVED as an Ordinary Resolution that Shri Sushil Ansal {DIN: 00002007}, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

The Resolution was passed with the requisite majority.

3. **Appointment of Shri Pranav Ansal {DIN: 00017804} as a director, who retires by rotation.**

"RESOLVED as an Ordinary Resolution that Shri Pranav Ansal {DIN: 00017804}, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

The Resolution was passed with the requisite majority.

4. **Appointment of Shri Anil Kumar {DIN: 00002126} as a Director, who retires by rotation.**

"RESOLVED as an Ordinary Resolution that Shri Anil Kumar {DIN: 00002126}, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

The Resolution was passed with the requisite majority

5. **Appointment of M/s S.S Kothari Mehta & Company, as Statutory Auditors of the Company and fixation of their remuneration.**

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Companies {Audit and Auditors} Rules, 2014, as amended from time to time, M/s S.S. Kothari Mehta & Company, Chartered Accountants (ICAI Firm Registration No. 000756N) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of fifty third AGM of the Company to be held in the year 2020, at such remuneration plus service tax, out-of pocket, other expenses, etc., as may be approved by the Board of Directors of the Company.

The Resolution was passed with the requisite majority



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SPECIAL BUSINESS:

6. Appointment of Smt. Archana Capoor {DIN: 01204170} as an Independent Woman Director

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Companies {Appointment and Qualification of Directors} Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Smt. Archana Capoor {DIN: 01204170}, who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on the 11th February, 2015 and who holds the office upto the date of this Annual General Meeting and, in respect of whom the Company has received a notice in writing from a member along with a deposit of Rs.1,00,000/- signifying his intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Woman Director of the Company (not liable to retire by rotation) for a period of two consecutive years commencing from the 11th February, 2015 to the 10th February, 2017."

The Resolution was passed with the requisite majority.

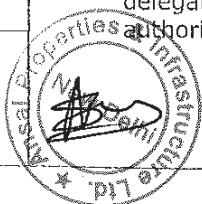
7. Ratified and confirmed the remuneration of M/s J.D & Associates, the Cost Auditors of the Company for the financial year ended on the 31st March, 2015.

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration amounting Rs. 3,00,000/- plus service tax, out-of pocket and other expenses, etc. payable to M/s. J.D & Associates, Cost Accountants, Firm Registration No. 101443, appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee at their respective meetings held on the 11th February, 2015, to conduct the audit of the cost records of the Company for the financial year ended on the 31st March, 2015, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or

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cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution"

The Resolution was passed with the requisite majority.

8. Approved the remuneration of M/s. J.D & Associates, the Cost Auditors for the financial year ending 31st March, 2016.

"**RESOLVED** as an Ordinary Resolution that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the Board of Directors (Board) to pay remuneration of Rs. 3,00,000/- plus service tax, out-of pocket and other expenses, etc. to M/s. J.D & Associates, Cost Accountants, Firm Registration No. 101443, appointed as Cost Auditor by the Board on the recommendation of the Audit Committee at their respective meetings held on the 11th August, 2015, to conduct the audit of the cost records of the Company for the financial year ending the 31st March, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution"

The Resolution was passed with the requisite majority.

9. Approved the proposal of providing Corporate Guarantee including other securities as may be required on behalf of M/s Ansal Urban Condominiums Private Limited, for securing the issue and allotment of un-listed secured redeemable non-convertible debentures up to Rs. 150 crores allotted to M/s Indostar Capital Finance Limited.

"**RESOLVED** as a Special Resolution that pursuant to compliance of Section 186 and/or other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and Rules framed there under, Clause 49 of the Listing Agreement, Articles of Association of the Company and in term of request of M/s Ansal Urban Condominiums Private Limited (AUCPL) having its Registered Office at 115, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001, approval and consent of the Company be and is hereby accorded to the Board of



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Directors of the Company {Board} to provide Corporate Guarantee including other securities as may be required from time to time to secure the borrowings availed by AUCPL by way of issue and allotment of un-listed secured redeemable non-convertible debentures having a face value of Rs.100/- (Rupees One hundred) each of an aggregate amount of Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crores) in one or more tranches made by AUCPL on the basis of private placement/preferential allotment to M/s Indostar Capital Finance Limited ("Investor")

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

The Resolution was passed with the requisite majority.


CHAIRMAN

Minutes prepared on 12th October 2015
Minutes signed on 28th October 2015

Place : New Delhi

Certified True Copy

For Ansal Properties & ...


(ABDUL SAMI)
Company Secretary

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