

Regd. Office : 118 UFF, Prakashdeep Building, 7, Tolstoy Marg, New Delhi - 110 001

Email : info@ansalabl.com, Website : www.ansalabl.com

Phone : + 91-011-23353051, 23353052 Fax : +91-11-23310639, 23359550

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Company will be held on **Friday**, the 8th day of **December 2017** at **11.00 A.M.** at **Club Florence, Block-E, Sushant Lok-II, Sector-56, Gurgaon-122 002, Haryana, to transact the following Special Business.**

To appoint M/s I.P. Pasricha & Co., Chartered Accountants, (Firm Reg. No. 000120N), as Independent Auditors of the Company and to fix their remuneration and in this regards to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any Statutory Modification(s) or re-enactment(s) thereof for the time being in force and as recommended by Audit Committee and Board of Directors of the Company, M/s I.P. Pasricha & Co., Chartered Accountants, A-31A, 1st Floor, Ring Road, Rajouri Garden, New Delhi-110 027 (Firm Registration No. 000120N), Chartered Accountants, be and are hereby appointed as the Independent Auditors of the Company to hold office for a term of five consecutive years, from the 27th September, 2017 till the conclusion of the 38th Annual General Meeting to fill the casual vacancy arised due to resignation of M/s Shashi Verma & Company, Chartered Accountants subject to ratification of their appointment by the Members annually, at a remuneration to be decided annually by the Board of Directors in consultation with the Auditors plus applicable GST and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit of accounts of the Company”.

By Order of the Board
For Ansal Buildwell Ltd.

Registered Office:
118, Upper First Floor,
Prakashdeep Building,
7, Tolstoy Marg, New Delhi-110 001

ASHOK BABU
V.P. & Company Secretary
FCS No. 2328

Date: 2nd November, 2017

Place: New Delhi

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Extra Ordinary General Meeting.
4. Members holding shares in physical form are requested to send physical transfer of shares and to notify change in address, if any, to the Company’s Registrar and Share Transfer Agents (RTA) M/s Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-I, PVR Naraina, New Delhi-110 028 quoting correct Folio Number(s) and in case of shares held in dematerialized form to the concerned Depository Participant.
5. In the case of joint holders, if more than one holder intend to attend the meeting, they must obtain additional admission slips on request from the Registered Office of the Company. In such circumstances, only such joint holder who is higher in the order of name will be entitled to vote.
6. Members/Proxies should bring the Attendance Slips duly filled in for attending the meeting. No extra attendance slip will be provided at the venue of the Extra Ordinary General Meeting.

7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. All the material documents, resolution passed by the Board of Directors with regard to the proposed Resolution and Memorandum & Articles of Association of the Company etc. are open for inspection to the Members till the conclusion of the Extra-ordinary General Meeting at the Registered Office of the Company.
9. Keeping in view the requirements set out in the Act, the Audit Committee and the Board of Directors of the Company have recommended appointment of M/s I.P. Pasricha & Company, Chartered Accountants (Firm Registration No. 000120N) for a term of 5 Consecutive years from the 27th September, 2017 i.e. the date of resignation of M/s Shashi Verma & Company, Chartered Accountants till the conclusion of 38th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.
M/s I.P. Pasricha and Company, Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under section 143(3) (g) of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), 141(2) and Section 141(3) of the Companies Act, 2013 and the provision of the Companies (Audit and Auditors) Ruls 2014. The Board recommends the Ordinary Resolution set out in the Notice for approval by the memebrebrs.
- 10) Electronic copy of the Notice of Extra Ordinary Annual General Meeting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extra Ordinary General Meeting is being sent in the permitted mode.
- 11) Electronic copy of the Notice of the Extra Ordinary Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
- 12) Members may also note that the Notice of Extra Ordinary General Meeting will be available on the Company's website www.ansalabl.com for their download. The Physical copy of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during business hours on any working day excluding Saturday and Public Holidays upto the date of the ensuing Extra Ordinary General Meeting of the Company.
- 13) Attendance Slip, Proxy Form and route map of the Venue of the Meeting are annexed hereto.
- 14) Voting through electronic means.

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (CDSL).

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 5th December, 2017 at 9.00 a.m. and ends on 7th December, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 1st December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders/Members"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on e-voting particulars page attached with the EGM Notice or sent to the shareholders through e-mail alongwith EGM Notice.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
 - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN of M/s ANSAL BUILDWELL LTD. on which you choose to vote.
 - (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Window Phone users can download the app from the app store and the window phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xx) Note for Non – Individual Shareholders and Custodians
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 1st December, 2017 may follow the same instructions as mentioned above for e-Voting.
 - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact Mr.Rakesh Dalvi, Dy. Manager.
- II. The Voting Rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. 1st December, 2017.
 - III. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the Extra Ordinary General Meeting through ballot paper.
 - IV. Mr.Surrinder Kishore Kapahi, Practicing Company Secretary (Membership No. FCS 1407, CP No. 1118) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - V. The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” or “polling paper” for all those Members who are present at the extra ordinary general meeting but have not cast their votes by availing the remote e-voting facility.
 - VI. However, in case of Members Casting their vote both by Ballot form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
 - VII. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.

VIII. The Results alongwith the Scrutinizer's Report shall be placed on the Company's website www.ansalabl.com and on the website of CDSL immediately after declaration of results and communicated to the Stock Exchange.

By Order of the Board
For Ansal Buildwell Ltd.

Registered Office:
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7, Tolstoy Marg, New Delhi-110 001

ASHOK BABU
V.P. & Company Secretary
FCS No. 2328

Date: 2nd November, 2017
Place: New Delhi

**MEMBERS ARE REQUESTED TO BRING THEIR COPY OF
EGM NOTICE AT THE MEETING**

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Members of the Company at their 33rd Annual General Meeting held on 22nd September, 2017 had appointed M/s Shashi Verma & Company, Chartered Accountants, I-23 (Basement), Lajpat Nagar-III, New Delhi-110 024 (Firm Registration NO. 018467N) to hold the office from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting. On 27th September, 2017 they tendered their resignation from the office of Independent Auditors of the Company and on 11th October, 2017, they filed their resignation vide Form ADT-3 to Registrar of Companies, Delhi & Haryana by giving reason that due to their pre-occupation and inability to carry out the Statutory Audit of the Company, keeping in view the large size of the Company.

The Board of Directors in their meeting held on 2nd November, 2017, on the recommendations of the Audit Committee appointed M/s I.P. Pasricha & Co., Chartered Accountants, Firm Registration No. 000120N as Independent Auditors of the Company to hold office from the 27th September, 2017 i.e. the date of resignation of M/s Shashi Verma & Company, Chartered Accountants till the conclusion of 38th Annual General Meeting to fill the casual vacancy arised due to resignation of M/s Shashi Verma & Co. Chartered Accountants subject to ratification of their appointment by shareholders annually.

Pursuant to provisions of Section 139 of the Companies Act, 2013, M/s I.P. Pasricha & Co., Chartered Accountants, have given their consent to act as Independent Auditors of the Company. Further they have certified and declared that they are eligible to be appointed as auditors of the Company and they have not incurred any disqualification as provided under Section 141 read with rules 4(1) of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors accordingly recommended to the Members to pass the Ordinary Resolution set out in accompanying Notice for the Extra Ordinary General Meeting for appointment of M/s I.P. Pasricha & Co., Chartered Accountants as Independent Auditors to fill the casual vacancy arised due to resignation of M/s Shashi Verma & Co. Chartered Accountants and to authorize the Board of Directors to fix their remuneration in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit of accounts of the Company.

All relevant documents relating to the appointment of new Auditors and resignation of outgoing Auditors would be available for inspection without any fee by members at the Registered Office of the Company during business hours on any working day, excluding Saturday and Public Holidays upto the date of ensuing Extra Ordinary General Meeting of the Company. The above documents shall also be available at the above Extra Ordinary General Meeting.

None of the Directors and key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the ordinary resolution except of their shareholding in the Company.

By Order of the Board
For Ansal Buildwell Ltd.

Registered Office:
118, Upper First Floor,
Prakashdeep Building,
7, Tolstoy Marg, New Delhi-110 001

ASHOK BABU
V.P. & Company Secretary
FCS No. 2328

Date: 2nd November, 2017
Place: New Delhi



ANSAL BUILDWELL LTD.

CIN : L45201DL1983PLC017225

Regd. Office : 118 UFF, Prakashdeep Building, 7, Tolstoy Marg, New Delhi - 110 001

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PROXY FORM Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-Mail ID..... Folio No./DP ID and Client ID.....

I/We being the member(s) holding.....shares of the above named Company hereby appoint:

- (1) NameAddress.....
E-mail IDSignature.....or failing him;
- (2) NameAddress.....
E-mail IDSignature.....or failing him;
- (3) NameAddress.....
E-mail IDSignature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, the 8th day of December, 2017 at 11.00 a.m. at Club Florence, Block-E, Sushant Lok - II, Sector-56, Gurgaon - 122002 and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION

SPECIAL BUSINESS

- 1. Appointment of M/s I.P. Pasricha and Company Chartered Accountants (firm Regd. No. 000120N) as Independent Auditors of the Company and fixing their Remuneration.

Signed this day of, 2017

Signature of Member

Signature of proxy holder(s).....

Affix
Revenue
Stamp

NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING



ANSAL BUILDWELL LTD.

CIN : L45201DL1983PLC017225

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ATTENDANCE SLIP

Folio No.	DP. ID. No.*	Client ID No. *
No. of shares held		
NAME(S) AND ADDRESS OF THE MEMBER(S) :		
NAME OF THE PROXYHOLDER :		

I/WE, CERTIFY THAT I AM A REGISTERED MEMBER/PROXY FOR THE REGISTERED MEMBER OF THE COMPANY. I/WE HEREBY RECORD MY/OUR PRESENCE AT THE EXTRA ORDINARY GENERAL MEETING OF ANSAL BUILDWELL LTD. BEING HELD ON FRIDAY, THE 8TH DECEMBER, 2017 AT 11:00 A.M. AT CLUB FLORENCE, BLOCK-E, SUSHANT LOK-II, SECTOR-56, GURGAON - 122002 AND AT ANY ADJOURNMENT, THEREOF.

SIGNATURES OF THE MEMBER(S) OR PROXY/PROXIES PRESENT

Notes :

- 1. Please complete the Folio/ DP ID-Client ID No. and name, sign the attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Only member(s) or their proxies with this Attendance slip will be allowed entry to the meeting. **ABOVE SIGNATURE SHOULD TALLY WITH THE SPECIMEN SIGNATURE REGISTERED WITH THE COMPANY.**
- 2. Electronic copy of the Notice of the Extra Ordinary General Meeting (EGM) alongwith Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
- 3. Physical copy of the Notice of the Extra Ordinary General Meeting alongwith Attendance Slip and Proxy form are being sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.
- 4. Authorised Representative of Corporate Member(s) shall produce proper authorization issued in their favour

* Applicable for shareholder(s) holding shares in electronic form.

EATABLES, BRIEF CASES AND HAND BAGS WILL NOT BE ALLOWED INSIDE THE MEETING HALL.

