

ASHIANA HOUSING LIMITED

Head Office: 304, Southern Park, Saket District Centre, Saket, New Delhi - 110 017

Ph: (011) 4265 4265, Fax : 011-4265 4200

Regd. Office: 11G Everest, 46/C, Chowringhee Road, Kolkata - 700 071

CIN: L70109WB1986PLC040864

E-mail : investorrelations@ashianahousing.com, **Website :** www.ashianahousing.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of **ASHIANA HOUSING LIMITED** will be held on Thursday, 23rd August, 2018 at 'Kalakunj' (Basement-Kalamandir), 48, Shakespeare Sarani, Kolkata-700 017, at 11.00 A.M. to consider and transact the following business:

ORDINARY BUSINESSES:

1. **To consider and adopt the audited standalone and consolidated financial statements as at 31st March, 2018, and Report of the Board of Directors' and Auditors' thereon;**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited financial statements, both standalone and consolidated, notes appended thereto and cash flow statement, report of the Auditors' and Directors' thereon as circulated to the shareholders and laid before the meeting be and are hereby adopted."

2. **To declare dividend of 25 paise per equity share (i.e. @12.5%);**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Companies Act, 2013, rules made there under and all applicable laws and provisions, a final dividend for the year 2017-18 at the rate of 12.5% being Rs. 0.25 (Twenty-five paise only) per equity share of the company aggregating Rs. 2,55,88,025/- (Rupees two crores fifty five lakhs eighty eight thousand and twenty five only) as recommended by the Board of Directors of the Company be and is hereby approved."

3. **To appoint a Director in place of Mr. Vishal Gupta (DIN: 00097939), who retires by rotation and being eligible for re-appointment;**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Mr. Vishal Gupta (DIN: 00097939), who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the company."

SPECIAL BUSINESS:

4. **To consider ratification of remuneration of the Cost Auditors for Financial Year 2017-18**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, decision of the Board of directors of the company to pay remuneration of Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) to M/s. Pant S. & Associates to conduct cost audit of the Company for the financial year ending on 31st March, 2018 (12 Months) be and is hereby ratified."

5. **To consider ratification of remuneration of the Cost Auditors for Financial Year 2018-19**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, decision of the Board of directors of the company to pay remuneration of Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) to M/s. Pant S. & Associates to conduct cost audit of the Company for the financial year ending on 31st March, 2019 (12 Months) be and is hereby ratified."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxy form duly filled up and executed must be received at the Registered Office of the company not less than 48 hours before the time fixed for the meeting.
3. The relevant details of directors seeking appointment/ re-appointment as required as per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given herewith.
4. The Register of Members and Share Transfer Books shall remain closed from 18th August 2018 to 23rd August, 2018 (both days inclusive).
5. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
6. Members are requested to notify the company their change of address, if any, to its Head Office at Unit No. 4&5, 3rd Floor, Plot No. D-2, Southern Park, Saket District Center, Saket, New Delhi – 110017, or to the Registrar & Share Transfer Agent of the company, M/s. Beetal Financial & Computer Services (Pvt.) Ltd., 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi - 110 062.
7. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting.
8. All correspondence relating to shares may be addressed to the Head office of the company or to the Registrar & Share Transfer Agent of the company.
9. Members holding shares in more than one folio in identical order of names are requested to write to Registrar and Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
10. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting to keep the information ready at the time of Annual General Meeting.

11. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agent of the company.
12. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.03.2011, 31.03.2012, 31.03.2013, 31.03.2014, 31.03.2015, 31.03.2016 and 31.03.2017 are requested to make their claims to the company, without any delay.

13. Voting through electronic means

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited (“NSDL”). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting (“remote e-voting”). To enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below:

The instructions for e-voting are as under:

- A. **In case a Member receives an email from NSDL, for members whose email IDs are registered with the Company/Depository Participants(s):**
 - (i) Open email and open PDF file viz. “Ashiana evoting. pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>;
 - (iii) Click on Shareholder – Login;
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login;

- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note down new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Ashiana Housing Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to richabhawalka.co@gmail.com copy marked to evoting@nsdl.co.in.
- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication[s].
- (d) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 14.** The remote e-voting period commences on 20th August, 2018 (9:00 am) and ends on 22nd August, 2018 (5:00 pm). 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) of 17th August, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C)** Ms. Richa Bhawalka, Company Secretary in Practice (Membership No. 40398 and Certificate of Practice No. 19706) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D)** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than three days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- (E)** The result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared within three days from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.ashianahousing.com immediately after the result is declared and be communicated to the Bombay Stock Exchange and National Stock Exchange.

B. In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) in **Part A** above, to cast vote.
- (a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

By order of the Board

Place: New Delhi
Date: 29th May, 2018

Nitin Sharma
(Company Secretary)
ACS: 21191

Annexure A

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting with respect to Item No. 3 of the Notice (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

(a) A brief resume of the director and nature of his expertise in specific functional areas:

Mr. Vishal Gupta is a graduate from Sydenham College (Mumbai) and an MBA from FORE School of Management (Delhi). Mr. Vishal Gupta is acknowledged for his in depth understanding of the real estate business, customer psychology and market behaviour. He has a great eye for detail and takes a keen interest in the conceptualization and planning of new housing projects for the Company. He is associated with Ashiana for the last 21 years and actively involved in project execution, designing, human resource and general administration. He has been instrumental in present growth of the Company. He was inducted on the Board of the Company on 01.09.1996. Currently he is serving as Managing Director of the Company. Mr. Vishal Gupta is currently holding 140,34,340 (13.71%) equity shares of the Company.

(b) Disclosure of relationships between directors inter-se:

Mr. Vishal Gupta, Mr. Ankur Gupta, and Mr. Varun Gupta are brother in relationship. None of other Board members is directly or indirectly related with Mr. Vishal Gupta, Mr. Ankur Gupta and Mr. Varun Gupta. Accordingly, no other director of the Company is concerned or interested in the said resolution.

(c) Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board:

Mr. Vishal Gupta is not on the Board of Directors or member of the any Committee Board of Directors of any other listed entity.

(e) Shareholding of non-executive directors:

None of the Non -Executive Directors of the company holds any shares in the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 & 5 Ratification of remuneration of the Cost Auditors

a) Nature of concern or interest, financial or otherwise, of every director and key managerial personnel of the company and their relatives

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in passing of this resolution to the extent of securities held by them. Save as aforesaid, none of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

b) Other information

In terms of the provisions of the Companies Act, 2013 our company falls in the category of companies which needs to have cost audit and accordingly the Board of Directors of the company appointed M/s. Pant S. & Associates, Cost Accountants as cost auditor for this purpose on a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only). Mr. Santosh Pant c/o Pant S. & Associates, Cost Accountants, has assented to his appointment as cost auditor and provided a certificate to the effect he is qualified to be appointed as cost auditor. The Audit Committee and the Remuneration Committee has also approved and recommended their appointment.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors, which is recommended by the Audit Committee, shall be considered and approved by the Board of Directors and subsequently ratified by the shareholders. Therefore, the resolution at Item No. 4 and Item No. 5 is recommended for approval of the members by means of Ordinary Resolution as required under the Companies Act, 2013.

By order of the Board

**Place: New Delhi
Date: 29th May, 2018**

**Nitin Sharma
(Company Secretary)
ACS: 21191**



ASHIANA HOUSING LIMITED

CIN : L70109WB1986PLC040864

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Tel : (011) 4265 4265 / **Fax :** (011) 4265 4200

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING - 23rd August, 2018

Name of the Member (In Block Letters)	
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member)	
DP ID/Client ID/Folio No.*	
No. of Shares held	

I, hereby, record my vote (on poll) at the 32nd Annual General Meeting of the Company being held on Thursday, 23rd day of August, 2018 at 11.00 am at 'Kalakunj' (Basement-Kalamandir), 48, Shakespeare Sarani, Kolkata - 700 017.

* Applicable in case of shares held in physical form .

Signature of the Member Signature of the Proxy Holder(s)

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Soft copy of the Annual Report for the Financial year 2017-18 & Notice of the AGM alongwith the attendance slip & Proxy form is being sent to all the members whose email address is registered with the Company /DP unless any member has requested for a hard copy of the same. Members receiving soft copy & attending the AGM can print copy of the Attendance slip .
4. Physical copy of the Annual Report for the Financial year 2017-18 & the Notice of the AGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy . Please bring your copy of the Annual Report to the Meeting.
5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

Signature of the Member Signature of the Proxy Holder(s)

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note :Please read the instructions given in the Notice of AGM before casting your vote through e-voting.

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MGT - 12 (Ballot Paper)

PROXY FORM

[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 members(s):
Registered Address:
E-mail id:
Folio No./Client ID:
*DP ID:

I/We, being the Shareholder(s) holding.....shares of Ashiana Housing Limited hereby appoint:-

- 1) Name:.....Address.....
E-mail ID:.....Signature.....or falling him/her
- 2) Name :Address
E-mail ID:Signature.....or falling him/her
- 3) Name :Address.....
E-mail ID:Signature..... or falling him/her

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company at 11G Everest, 46/C Chowringhee Road, Kolkata – 700 071, not less than 48 hours before the commencement of the AGM.

 Affix
 Revenue
 Stamp

I, hereby, record my vote (on poll) at the 32nd Annual General Meeting of Ashiana Housing Limited being held on Thursday, 23rd day of August, 2018 at 11.00 am at 'Kalakunj' (Basement-Kalamandir), 48, Shakespeare Sarani, Kolkata - 700 017, in respect of the resolutions given hereinbelow:

Resolution No.	Description	Optional [✓]	
		For	Against
Ordinary Business			
1.	To consider and adopt the audited standalone and consolidated financial statements as at 31st March, 2018, and Report of the Board of Directors' and Auditors' thereon;		
2.	To declare dividend of 25 paise per equity share [i.e. @12.5%];		
3.	To appoint a Director in place of Mr. Vishal Gupta (DIN: 00097939), who retires by rotation and being eligible for re-appointment;		
Special Business			
4.	To consider ratification of remuneration of the Cost Auditors for Financial Year 2017-18;		
5.	To consider ratification of remuneration of the Cost Auditors for Financial Year 2018-19.		

Signed this _____ day of _____ 2018.

Signature of Shareholder (s) _____

Signature of Proxy holder (s) _____