



## Ashiana Housing Limited

CIN: L70109WB1986PLC040864

**Registered Office:** 304, Southern Park, Saket District Centre, Saket, New Delhi – 110017

**Phone:** +91-011-4265 4265, **Email id:** [sales@ashianahousing.com](mailto:sales@ashianahousing.com)

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### NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of **ASHIANA HOUSING LIMITED** will be held on Wednesday, 15<sup>th</sup> January 2025, at 11.30 a.m., through Video Conference (VC) or Other Audio Visual Means (OAVM) for the purpose of which the Registered Office of the Company at 5F Everest, 46/C Chowringhee Road, Kolkata – 700 071, shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

#### Special Business:

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

**Appointment of Mr. Vinit Taneja (DIN: 02647727) as Independent Director of the Company and approve payment of remuneration to him in terms of the provisions of the Companies Act, 2013**

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, approval of members of the Company, be and is hereby, accorded to the appointment of Mr. Vinit Taneja, existing non-executive additional director of the Company, as an independent director of the Company for a term of three years from the date of this extraordinary general meeting, or up-to the date of third annual general meeting from the date of this meeting, whichever is earlier.”

**“RESOLVED THAT** pursuant to the provisions of Sections 149(9), 197 read with rules and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or

modifications thereof and after notifying all the directors then present in India about the meeting and about the resolution, by specific notice, approval of members of the Company, be and is hereby, accorded to pay remuneration @ Rupees 8 lakhs per annum to Mr. Vinit Taneja, in respect of his term as Independent Director.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby, authorised to decide the manner of payment and quantum of remuneration payable to Mr. Vinit Taneja for every financial year, according to the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Vishal Gupta, Managing Director, Mr. Ankur Gupta, Joint Managing Director, Mr. Varun Gupta, Director of the Company, and Mr. Nitin Sharma, Company Secretary of the Company, be and are hereby, severally authorised to sign and file necessary forms with the Registrar of Companies in respect of the appointment of Mr. Vinit Taneja.”

2. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**Amendment in Articles of Association (AOA) of the company by modifying Article 69 of the existing AOA to incorporate Guarantee Clause**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, Companies (Appointment of Directors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Members, do hereby, approve the alteration of Article 69 of the existing Articles of Association (AOA), to incorporate the guarantee clause as follows:

### **“Article 69: Borrowing Powers:**

The Board may, from time to time, at their discretion, subject to the provisions of the Companies Act, 2013, read with rules, raise or borrow money for the purpose of the Company. The Board can give guarantee, including corporate guarantee, for payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, loan, contracts, mortgages charges, obligations, instruments of any person whatsoever, whether incorporated or not, and generally to guarantee or become sureties for the performance of any contracts or obligations.

### **NOTES:**

1. Pursuant to the provisions of the act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars dated 08th April 2020, 13th April 2020, 28th December 2022, 25th September 2023 and 19th September 2024 through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form and attendance slip including route map for EGM are not annexed to this notice.
2. The relevant details of directors seeking appointment/ re-appointment as required by regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereafter.
3. 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 to enable the management to keep the information, as far as possible, ready at the meeting.
4. 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.
5. 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 or can be downloaded from <https://www.ashianahousing.com/download/Form-No-SH-13-Nomination-Form.pdf>. Shareholders who have appointed a nominee can also change the same or cancel the nominee by filling and providing form SH 14, and form ISR 3 from <https://www.ashianahousing.com/real-estate-investors/financial-reports#3>.
6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at <https://www.ashianahousing.com/real-estate-investors/financial-reports#3>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
7. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or registrar and share transfer agent (RTA), for assistance in this regard.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Registrar & Transfer Agent of the Company i.e. Beetal Financial & Computer Services Private Limited if the shares are held by them in physical form.

9. The Company has appointed Mr. Ashok Kumar Verma, Practicing Company Secretary (FCS 3945 and CP No. 2568), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
  10. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.ashianahousing.com](http://www.ashianahousing.com).
- 11. Meeting through Video Conference or Other Audio-Visual Means**
- i. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, and issued by the Ministry of Corporate Affairs (MCA), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
 

In accordance with the aforesaid circular, the notice of the Extra-ordinary General Meeting is being sent by electronic mode to those members whose email addresses are registered with the Company/ National Securities Depository Limited (NSDL), and Central Depository Services (India) Limited (CDSL) collectively "Depositories".
  - ii. Body Corporates as members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/ JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at [fcsvermaashok@gmail.com](mailto:fcsvermaashok@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
 

In the case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
  - iii. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
  - iv. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  - v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, 05th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting through electronic means on the date of the EGM will be provided by NSDL.
  - vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and other circulars as mentioned above, the Notice calling the EGM has been uploaded

on the website of the Company at [www.ashianahousing.com](http://www.ashianahousing.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- vii. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 11/2022 dated December 28, 2022 MCA Circular No. 09/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated September 19, 2024.

**A. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on 12th January 2025 at 09:00 A.M. and ends on 14th January 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting, thereafter 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 03rd January 2025, may cast their vote electronically. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. A member may participate in the general meeting

even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

The voting right of shareholders shall be in proportion to their share in the paid -up equity share capital of the Company as on the cut-off date, being 03rd January 2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**




**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

**Details on Step 1 is mentioned below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="742 743 1230 1010" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022- 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgot your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [fcsvermaashok@gmail.com](mailto:fcsvermaashok@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/ Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email at [investorrelations@ashianahousing.com](mailto:investorrelations@ashianahousing.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) at [investorrelations@ashianahousing.com](mailto:investorrelations@ashianahousing.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join**



**meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting..
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the EGM may register

themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investorrelations@ashianahousing.com](mailto:investorrelations@ashianahousing.com) on or before Friday, 03rd January 2025. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.

**By order of the Board**

Sd/-  
**Nitin Sharma**  
**(Company Secretary and Compliance Officer)**  
**ACS 21191**  
**Address: Saket, New Delhi**

**Place: New Delhi**  
**Date: 12<sup>th</sup> December 2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (Read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No. 1: Appointment of Mr. Vinit Taneja (DIN: 02647727) as Independent Director of the Company and approve payment of remuneration to him in terms of the provisions of the Companies Act, 2013**

- a) None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the agenda item as set out at Item No. 1 of the Notice.
- b) Other information read with regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. Vinit Taneja (DIN: 02647727) was appointed as Independent Director by the Board of Directors in their meeting held on 13th November 2024. The said appointment was made u/s 161 of the Companies Act, 2013 as an Additional Director.

Mr. Vinit Taneja is the Founder of Tresonance Consulting, established in 2013 with a vision to enable individuals and organizations to discover and manifest their deeper calling and higher purpose. He has over 43 years of experience, 25 of which has been in the world of training, consulting and coaching across diverse manufacturing and service sectors e.g. Automotive components, Business Incubation, E-commerce, Information Technology, Insurance, Not-For-Profit Sector, Print & Entertainment Media, (Continuous) Process Industry, Power Distribution, Realty, & Telecom. Mr. Vinit Taneja has worked for 18 years in reputed organizations that include multinational corporations like Metal Box, Johnson & Johnson, Gillette and Bharti Airtel. His experience spans Sales & Marketing, Supply Chain, Human Resources, Quality & Process Management, and Customer Service. He served as an Independent Director for 15 years on the Board of The High-Tech Gears Ltd., a leading automotive component manufacturer in India and Canada. He is internationally certified in Change Management, Culture Transformation, Train the-Trainer and Executive Coaching, to name some. Mr. Vinit Taneja holds a Post Graduate Diploma in Management from IIM Calcutta (1981) and a B. Tech. Degree in Mechanical Engineering from IIT Delhi (1979). This explanatory

statement may also be regarded as a brief profile of the director seeking appointment / reappointment, required in terms of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This explanatory statement may also be regarded as a brief profile of the director seeking appointment / reappointment, required in terms of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Vinit Taneja does not hold any shares of Ashiana Housing Ltd. He is not related to any members of the Board of Directors of the entity.

Mr. Vinit Taneja was the Chairman of the Nomination & Remuneration Committee and member of the Stakeholders Relationship Committee in The Hi-Tech Gears Limited. He abdicated these positions w.e.f. 17th September 2024.

He is currently not serving on the Board of any listed company.

Further, as required under Section 152(5) of Companies Act, 2013 read with Schedule IV of the Act, the Board hereby states that in the opinion of the Board, Mr. Vinit Taneja fulfils the conditions and criteria of independence as specified under Section 149(6) of the Companies Act, 2013 for appointment as Independent Director of the Company, and that Mr. Vinit Taneja holds skill and competencies required to perform the roles and responsibilities of the Independent Director.

Also, pursuant to the provisions of Section 160 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the said explanatory statement be construed as a notice of candidature or intention, on behalf of the company to all members, for the appointment of Mr. Vinit Taneja as an Independent Director on the Board of Directors of the company.

The resolution at Item No. 1 is, therefore, recommended for approval of the members by means of Ordinary Resolution as required under the Companies Act, 2013.

In the opinion of the Board of Directors Mr. Vinit Taneja holds skill and competencies required to perform the role and responsibilities of the Independent Director.

**Item No. 2: Amendment in Articles of Association (AOA) of the company by modifying Article 69 of the existing AOA to incorporate Guarantee Clause**

- a. As part of company's business operations, the Board of Directors, on behalf of the company, enter various transactions for borrowing funds, or giving guarantee, including corporate guarantee as part of contractual comfort, which is within the purview of other objects of the Memorandum of Association (MOA) of the company. The Board of Directors of the company in their meeting held on 13th November 2024, unanimously agreed to include specific clause relating to giving of guarantee including corporate guarantee as a facilitating clause to borrow funds from bank(s)/ financial institution(s) by altering Article 69 of the existing Articles of Association (AOA) of the company. As per Section 14 of the Companies Act 2013, approval of shareholders by way of Special Resolution is required for making amendments to the Articles of Association of the Company.
- b. The amended Articles of Association (AOA) of the company are available for inspection in accordance with the provisions of Companies Act, 2013.
- c. None of the Directors, Key Managerial Personnel of Company and their relatives are in any way deemed to be concerned or interested, financially or otherwise, in the agenda item as set out at Item No. 2 of the Notice.
- d. Regulations contained in Table 'F' in the first Schedule to the Companies Act, 2013, shall not apply to the Company, except in so far as they are embodied in the altered articles adopted in the AGM 2016 and EGM held in January 2024.

Accordingly, approval of members by special resolution is being sought for altering Article 69 of the existing Articles of Association ("AOA") as mentioned in the resolution in Item No. 2 of the Notice, as a Special Business.

Therefore, the resolution at Item No. 2 is recommended for approval of the members by means of Special Resolution as required under the Companies Act, 2013.

**By order of the Board**

Sd/-

**Nitin Sharma**  
**(Company Secretary and Compliance Officer)**

**ACS 21191**

**Address: Saket, New Delhi**

**Place: New Delhi**

**Date: 12<sup>th</sup> December 2024**