



ANSAL BUILDWELL LTD.

BOARD OF DIRECTORS

Shri Gopal Ansal
Chairman-Cum Managing Director
Shri R.L. Gupta
Whole Time Director (Finance & Business Development)
Shri Gaurav Mohan Puri
Whole Time Director (Projects)
Shri Subhash Verma
Shri V. P. Verma
Shri K.S. Bakshi

Addl. V.P. & COMPANY SECRETARY Shri Ashok Babu

AUDITORS

M/s Sekhri & Associates
Chartered Accountants
New Delhi

BANKERS

Punjab National Bank
Punjab & Sind Bank
Indian Overseas Bank
HDFC Ltd.

REGISTERED OFFICE

118, Upper First Floor,
Prakashdeep Building,
7, Tolstoy Marg
New Delhi - 110001.

**REGISTRAR & SHARE
TRANSFER AGENT**

M/s. Link Intime India Pvt. Ltd.
A-40, 2nd Floor,
Naraina Industrial Area,
Phase - II, Near Batra Banquet Hall,
New Delhi - 110 028

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Wednesday, the 21st September, 2011 at 11.00 A.M. at Sri Sathya Sai International Centre and School, Lodhi Road, Institutional Area, Pargati Vihar, New Delhi-110 003 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the Financial Year ended on that date together with the Directors' Report and Statutory Auditors' Report thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Subhash Verma who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri K.S. Bakshi who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Sekhri & Associates, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General meeting and to authorise the Board of Director to fix their remuneration.

SPECIAL BUSINESS

6. **Approval of re-appointment and remuneration of Shri R.L. Gupta as Wholetime Director (Finance & Business Development)**

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

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or re-enactment thereof) and provision of Articles of Association of the Company and subject to necessary approvals and consent as may be required and as recommended by the Remuneration Committee and Board of Directors at their meeting held on 28th October, 2010, approval of the shareholders of the Company be and is hereby accorded for payment of remuneration and to reappoint Shri R. L. Gupta as Wholetime Director (Finance and Business Development) of the Company w.e.f. 1st November, 2010 for another period of three years on the terms and conditions as set out below.

I BASIC SALARY

Basic Salary of Rs. 1,25,000/- (Rupees one lac twenty five thousand only) per month in the grade of Rs. 1,25,000-20,000-2,05,000.

II. PERQUISITES

In addition to the above, he shall be entitled to the following perquisites:

1. Housing : Residential Furnished Accommodation (Company Leased) or in lieu thereof



House Rent Allowance of Rs. 45,625/- or as may be revised by the Remuneration Committee and Board of Directors Meeting subject, however the same shall not exceed 60% of Basic Salary.

2. Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's Basic Salary in a year or three months Basic Salary over a period of three years.
3. Leave Travel Concession for self and family members once in a year not exceeding one month Basic Salary.
4. Company's contribution towards provident fund @ 12% of the Basic Salary or at such other rate as per the laws applicable in this behalf from time to time.
5. Gratuity in accordance with the Rules of the Company as applicable to the Senior Executives of the Company for each completed year of service.
6. Leave as per Company Rules.
7. Club Fee: Annual Fee of one Club and reimbursement of guest entertainment expenditure, incurred for business purposes only subject to a maximum of Rs. 50,000/- p.a. but club fee shall not include entrance fee or life membership fee.
8. Provision of Car and free Telephone/Communication facilities at Residence for business purpose.

His appointment shall be liable to retirement by rotation. The appointee shall be entitled to get one or more increments per annum on 1st April of each year as may be determined by the Remuneration Committee/Board of Directors based on the appointee's performance within the above grade.

RESOLVED FURTHER THAT The Board of Directors/Remuneration Committee of the Company, be and is hereby authorised to vary and/or revise the remuneration of the said Wholetime Director (Finance & Business Development) within the permissible Limits under the provisions of the Companies Act, 1956 or any statutory amendments thereto from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Wholetime Director (Finance & Business Development), payment of salary, perquisites and other allowances shall be as aforesaid subject to the limits/approvals prescribed under Schedule-XIII of the Companies Act, 1956 as applicable from time to time and the actual remuneration payable shall be as recommended by the Remuneration Committee and approved by the Board of Directors of the Company."

7. Approval of re-appointment and remuneration of Shri Gaurav Mohan Puri as Wholetime Director (Projects)

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

"RESOLVED THAT pursuant to the provision of Section 198, 269, 309, 310, 311 read with Schedule XIII and any other applicable provisions if any of the Companies Act, 1956 (including any amendment to or any re-enactment thereof) and provisions of Articles of Association of the



Company and subject to necessary approvals and consent as may be required and as recommended by the Remuneration Committee and Board of Directors at their meeting held on 28th October, 2010, approval of the shareholders of the Company be and is hereby accorded for payment of remuneration and to reappoint Shri Gaurav Mohan Puri as a Wholetime Director (Projects) of the Company w.e.f. 1st November, 2010 for another period of three years on the terms and conditions as set out below.

I BASIC SALARY

Basic Salary of Rs. 1,25,000/- (Rupees one lac twenty five thousand only) per month in the grade of Rs. 1,25,000 – 20,000 – 2,05,000.

II. PERQUISITES

In addition to the above, he shall be entitled to the following perquisites:

1. Housing : Residential Furnished Accommodation (Company Leased) or in lieu thereof House Rent Allowance of Rs. 32,500/- p.m. or as may be revised time to time by the Remuneration Committee Meeting and Board of Directors Meeting subject, however that the same shall not exceed 60% of Basic Salary.
2. Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's Basic Salary in a year or three months Basic Salary over a period of three years.
3. Leave Travel Concession for self and family members once in a year not exceeding one month Basic Salary.
4. Company's contribution towards provident fund @ 12% of the basic salary or at such other rate as per the laws applicable in this behalf from time to time.
5. Gratuity in accordance with the Rules of the Company as applicable to the Senior Executives of the Company for each completed year of service.
6. Leave as per Company Rules.
7. Club Fee: Annual Fee of one Club and reimbursement of and guest entertainment expenditure, incurred for business purposes only subject to a maximum of Rs. 50,000/- p.a. but club fee shall not include entrance fee or life membership fee.
8. Provision of Car and free Telephone/Communication facilities at Residence for business purpose.

His appointment shall be liable to retirement by rotation. The appointee shall be entitled to get one or more increments per annum on 1st April of each year as may determined by the Remuneration Committee/ Board of Directors based on the appointee's performance within the above grade.

RESOLVED FURTHER THAT The Board of Directors/Remuneration Committee of the Company, be and is hereby authorised to vary and/or revise the remuneration of the said Wholetime Director (Projects) within the permissible Limits under the provisions of the Companies Act, 1956 or any statutory amendments thereto from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Wholetime Director (Projects), payment of



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salary, perquisites and other allowances shall be as aforesaid subject to the limits/approvals prescribed under Schedule-XIII of the Companies Act, 1956 as applicable from time to time and the actual remuneration payable shall be as recommended by the Remuneration Committee and approved by the Board of Directors of the Company.”

Registered Office:

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

By Order of the Board
For Ansal Buildwell Ltd.

ASHOK BABU
Addl.V.P. & Company Secretary

Date: 10th August, 2011

NOTES

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from 13th September, 2011 to 21st September, 2011 (both days inclusive).
- c) (i) Dividend, if declared, will be payable to those members whose names appear in the Register of Members as on the 21st September, 2011. As regards shares held in electronic form, the dividend will be payable to the ‘beneficial owners’ of shares whose names appear in the statement of beneficial ownership furnished by the Depositories as at the end of business hours on the 12th September, 2011.
(ii) No tax at source shall be deducted from Dividend amount payable to the members. Tax will be paid by the Company at the flat rate of 15% on the total amount of dividend payable and surcharge thereon @ 7.5% and education cess thereon @ 3%.
- d) The Ministry of Corporate Affairs (MCA) has vide circular No. 18/2011 dated 29th April, 2011 pronounced a Green Initiative in Corporate Governance that allows Companies to send Notice of A.G.M., Audited Financial Statements, Directors’ Report and Auditors’ Report etc. in electronic form to the shareholders at their email ID registered with Company’s RTA (in case of physical shares) or to their respective Depository Participant (in case of Demat shares).

Therefore you are kindly requested to register your email ID with your Depository Participant (in case of Demat shares) and in case of physical shares by sending an email to gogreen@ansalabl.com or register at our website www.ansalabl.com by giving details like Name and Folio No.



Above documents Notice, Balance sheet etc. are also available on the Company's website www.ansalabl.com

- e) 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., A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi-110 028 quoting correct Folio Number(s) and in case of shares held in dematerialized form to the concerned Depository Participant.
- f) Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company the ledger folios of such accounts to enable the Company to consolidate all such share holdings into one account.
- g) The Company has already transferred all unclaimed dividend declared upto the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Any claim for payment of such unclaimed dividend should be made by an application in the prescribed form to the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.
- h) Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the dividend for the financial year ended 31st March, 1995, 1996, 1997, 1998 and 1999 which remained unclaimed/unpaid for a period of seven years have been transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

Further, the shareholders who have not en-cashed their dividend warrant(s) for the year ended 31st March, 2005, 31st March, 2006, 31st March, 2007, 31st March, 2008, 31st March, 2009 and 31st March, 2010 are requested to surrender the un-en-cashed dividend warrants to the Company and obtain payment by writing to the Company or its Registrar and Share Transfer Agent immediately. It may also be noted that pursuant to Section 205B of the Companies Act, 1956, once the unclaimed dividend is transferred to the Investor Education & Protection Fund as stated above, no claim against the Company shall lie in respect thereof.
- i) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
- j) Trading in the Shares of the Company has been made compulsory in dematerialized form w.e.f. 26th March, 2001. The Company has already joined the Depository System and the ISIN for the shares of the Company is INE030C01015. Members, who desire to have their holding of shares in dematerialized form are requested to approach the Company's RTA through a Depository Participant.
- k) Any documents and papers as referred to in this notice and as required by the Companies Act, 1956 shall be available at the registered office of the Company for inspection between 11 A.M. to



1.00 P.M. for the period as required under the provisions of the Act.

- l) The Annual Final Accounts of the Subsidiary companies will also be available for inspection at the Registered Office of the Company on working days between 11.00 a.m. to 1.00 p.m. upto the date of ensuing Annual General Meeting.
- m) The Members desirous of appointing their nominee for the shares held by them, may apply in the revised Nomination Form (Form 2-B) as amended by the Central Government vide their notification No. GSR 836 (E) dated 24th October, 2000.
- n) Investors holding shares in physical mode are advised, with a view to provide protection against fraudulent encashment of dividend warrants, to forward the particulars of their bank account, name, branch and address of the bank immediately, if not sent already, so as to enable us to incorporate the same on the dividend warrants.
- o) The relevant information of Directors, by way of brief resume, seeking appointment/ reappointment/ revision in remuneration under item No. 3,4,6 and 7 as required under clause 49 of the listing Agreement with the Stock Exchange are annexed hereto.
- p) Corporate Members intending to send their authorised representative(s) are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the Annual General Meeting.
- q) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers and those who hold shares in physical form are requested to bring their folio numbers for easy identification of attendance at the meeting.
- r) MEMBERS DESIRING ANY INFORMATION/CLARIFICATION ON THE ANNUAL ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE DATE OF ANNUAL GENERAL MEETING SO THAT THE SAME MAY BE COMPLIED WELL IN ADVANCE.

**MEMBERS ARE REQUESTED TO BRING THEIR COPY OF
ANNUAL REPORT AT THE MEETING**

**EXPLANATORY STATEMENT**

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 6

Shri R.L. Gupta is a Commerce Graduate B.Com (Hons.) and is a qualified Chartered Accountant. Mr. Gupta is having 22 years of experience in the field of Corporate, Finance, Taxation and Procurement of Projects. He has rich and varied experience in the Real Estate Industry.

He is a Director of the Company and was appointed as Wholetime Director (Finance & Business Development) by the Board of Directors w.e.f. 1st November, 2007 for a period of three years and as such his terms of appointment as Wholetime Director (Finance & Business Development) expired on 31st October, 2010. Therefore, the Board of Directors and Remuneration Committee in their meeting held on 28th October, 2010, have recommended the re-appointment of Shri R.L. Gupta as Wholetime Director (Finance & Business Development) for another period of three years w.e.f. 1st November, 2010 to 31st October, 2013 and approved his remuneration in accordance with the Provision of Section 198, 269, 309, 310, 311 read with Schedule XIII and any other applicable Provisions if any, of the Companies Act, 1956 and Provisions of Articles of Association of the Company, subject to the approval of shareholders.

Statement containing the information for shareholders' reference as prescribed under Corporate Governance Clause 49 of the Listing Agreement is appended hereto as annexure.

All relevant documents in connection with above can be inspected by the members of the Company at its Registered Office on any working day between 11.00 A.M. to 1.00 P.M. and upto the date of the ensuing Annual General Meeting.

The Board recommends for passing the above resolution for re-appointment and payment of his remuneration as set out in item No. 6 as the Ordinary Resolution.

None of the Directors except Shri R.L. Gupta is interested in the proposed Resolution.

The aforesaid re-appointment and remuneration of Shri R.L. Gupta may be regarded as an abstract of the terms and conditions of his re-appointment and Memorandum of interest of the Directors u/s 302 of the Companies Act, 1956.

Item No. 7

Shri Gaurav Mohan Puri is a qualified Architect with over 16 years experience in designing and execution of various projects. He heads a fully computerized architectural/technical set up of the Company and is brain behind the various Projects launched by the Company ranging from various Townships, Group Housing, Independent Villas, Farm Houses, Commercial Complexes and Clubs in different parts of the Country.

He is a Director of the Company and was appointed as Wholetime Director (Projects) by the Board of Directors w.e.f. 1st November, 2007 for a period of three years and as such his terms of appointment as Wholetime Director (Projects) expired on 31st October, 2010. Therefore, the Board of Directors and Remuneration Committee in their meeting held on 28th October, 2010, have recommended the re-appointment of Shri Gaurav Mohan Puri, as Wholetime Director (Projects) for



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another period of three years w.e.f. 1st November, 2010 to 31st October, 2013 and approved his remuneration in accordance with the Provision of Section 198, 269, 309, 310, 311 read with Schedule XIII and any other applicable Provisions if any, of the Companies Act, 1956 and Provisions of Articles of Association of the Company, subject to approval of shareholders.

Statement containing the information for shareholders' reference as prescribed under Corporate Governance Clause 49 of the Listing Agreement is appended hereto as annexure.

All relevant documents in connection with above can be inspected by the members of the Company at its Registered Office on any working day between 11.00 A.M. to 1.00 P.M. and upto the date of the ensuing Annual General Meeting.

The Board recommends for passing the above resolution for re-appointment and payment of his remuneration as set out in item No. 7 as the Ordinary Resolution.

None of the Directors except Shri Gaurav Mohan Puri is interested in the proposed Resolution.

The aforesaid re-appointment and remuneration of Shri Gaurav Mohan Puri may be regarded as an abstract of the terms and conditions of his re-appointment and Memorandum of interest of the Directors u/s 302 of the Companies Act, 1956.

Registered Office:

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

Date : 10th August, 2011

By Order of the Board
For Ansal Buildwell Ltd.

ASHOK BABU
Addl.V.P. & Company Secretary



ANSAL BUILDWELL LTD.

**DETAIL OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

Name of the Directors	Shri R.L. Gupta	Shri Gaurav Mohan Puri	Shri Subhash Verma	Shri K.S. Bakshi
Date of Birth	08/07/1965	25/04/1973	02/06/1942	26/10/1946
Date of Appointment/ Reappointment	01/11/2007	01/11/2007	31/07/2000	29/08/2000
Experience in Specific Functional Area	He is B.Com (Hons.) and a qualified Chartered Accountant. He is having over 22 years of experience in the field of Corporate Finance, Taxation and Procurement of Projects. He has been associated with 'Ansal Group' for the last 18 years and has rich and varied experience in the Real Estate Industry	He is a qualified architect with over sixteen years experience in designing and execution of various Projects. He is member of the council of architects. He heads a fully computerized architectural/technical set up of the Company and is brain behind the various Projects launched by the Company ranging from various Townships, Group Houses, Independent Villas, Farm Houses, Commercial Complexes and Clubs in different parts of the country.	He is a qualified Engineer with over 46 years, rich and varied experience in planning and execution of various projects in different parts of the country e.g. Roads, Highways and hi-tech construction projects. His main forte is planning, sales and marketing both for domestic and international projects. He is an Associate Member of the Institute of Chartered Engineers.	He is a qualified Civil Engineer over 42 years of professional experience in the field of Civil Engineering (Execution and Planning) and Real Estate Development in different parts of the country e.g. a) Resurfacing and Extension of Runways at Airports including quarrying and other earth works. b) Designing and Resurfacing of Highways in India and Abroad. c) Construction of Multi-Storey Luxury Flats and Housing and Commercial Complexes.
Directorship in other Indian Public Ltd. Companies	Nil	M/s Ansal Engineering Projects Ltd.	M/s Ansal Engineering Projects Ltd.	1. M/s Bakshi Investments Ltd. 2. M/s OSE Infrastructure Ltd. 3. M/s Path Oriental Highways Ltd. 4. M/s Sweta My Home Limited 5. M/s Sweta Fine Homes Limited 6. M/s Sweta Style Homes Limited 7. M/s Sweta Apna Ghar Ltd.
Chairman/Member of Committee of the Board of Public Ltd. Companies	Nil	Nil	As Chairman & Member 1. Audit Committee - M/s Ansal Buildwell Ltd. 2. Remuneration Committee - M/s Ansal Buildwell Ltd. As Member 3. Share Transfer and Shareholders Grievances Redressal Committee - M/s Ansal Buildwell Ltd.	Nil