

# *29th Annual Report 2012-2013*



**BUILDING GLOBALLY FOR PEOPLE'S WELFARE**



**ansal BUILDWELL LTD.**

(AN ISO 9001: 2008 COMPANY)

Royale Villas, Ansal City, Amritsar  
Actual Site Photograph



**Ansal Basera Estate, Jhansi\***



**Boom Plaza, Sushant Lok-III, Gurgaon\***

\* Actual site photograph

**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.  
44, Community Centre, 2nd Floor  
Naraina Industrial Area, Phase - I  
Near PVR Naraina,  
New Delhi - 110 028

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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Wednesday, the 25<sup>th</sup> September, 2013 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, 2013 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 K.S. Bakshi who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R.L. Gupta 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 authorize the Board of Directors to fix their remuneration.

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: 30<sup>th</sup> May, 2013

### **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 18th September, 2013 to 25th September, 2013 (both days inclusive).
- c) (i) A Dividend of ₹ 1.50 per ordinary equity share of ₹ 10/- each, as recommended by the Board, if declared at the forthcoming Annual General Meeting, will be paid to those members whose names appear in the Register of Members as on the 25th September, 2013 in case of



shares held in physical form. 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 17<sup>th</sup> September, 2013.

- (ii) No tax at source shall be deducted from Dividend amount payable to the members. Tax will be paid by the Company at the applicable rate on total amount of dividend payable by the Company.

- 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 at their email ID registered with 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](mailto:gogreen@ansalabl.com) or register at our website [www.ansalabl.com](http://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](http://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., 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-I Near 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.
- f) Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company/RTA 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, 1995 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, 1999 and 2005 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, 2006, 31st March, 2007, 31st March, 2008, 31st March, 2009, 31st March, 2010, 31st March, 2011 and 31st March, 2012 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.



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.

Unclaimed/Unpaid dividends for the financial year ended on March 31, 2006 is due for transfer to the Investor Education and Protection Funds this year in the month of October, 2013.

- 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. on any working day upto the date of ensuing Annual General Meeting to be held on 25th September, 2013 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) In order to avoid the risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, Members are advised to avail of the National Electronic Clearing Service ("NECS") facility. This facility will enable direct credit of the dividend electronically in their respective Bank Accounts and thus ensures expeditious credit of dividend.

NECS essentially operates on the unique bank account number allotted by banks, post implementation of Core Banking Solutions ("CBS"), for centralized processing of inward instructions and more efficient handling of bulk transactions. In this regard, if shares are held in electronic form, Members should furnish the new unique Bank Account Number allotted to them by their Bank alongwith a photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP) no later than 16th September, 2013. Members are advised that if the Company does not receive their CBS compatible unique bank account number, any electronic credit sent by the Company to their old bank account may either be rejected or returned.



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 CBS compatible bank account number, 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 and 4 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

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

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

Name of the Directors	Shri R.L. Gupta	Shri K.S. Bakshi
Date of Birth	08/07/1965	26/10/1946
Date of Appointment/ Reappointment	01/11/2007	29/08/2000
Experience in Specific Functional Area	He is B. Com (Hons) and a qualified Chartered Accountant. He is having over 24 years of experience in the field of Corporate Finance, Taxation and Procurement of Projects. He has been associated with 'Ansal Group' for the last 20 years and has rich and varied experience in the Real estate Industry	He is a qualified Civil Engineer over 44 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 & abroad. c) Construction of Multi Storey Luxury Flats and Housing and Commercial Complexes.
Directorship in other Indian Public Ltd. Companies	NIL	1. M/s Bakshi Investments Ltd. 2. M/s OSE Infrastructure Ltd. 3. M/s Path Oriental Highways Ltd.
Chairman/Member of Committee of the Board of Public Ltd. Companies	NIL	Nil



**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2013.

**FINANCIAL RESULTS**

The working Results of the Company are briefly given below:

	<b>Current Year</b> <b>(₹ in Lacs)</b>	<b>Previous Year</b> <b>(₹ in Lacs)</b>
Sales & Other Income	<b>10,645.53</b>	11,019.26
Profit before Interest & Depreciation etc.	<b>2,508.17</b>	2,446.84
<b>LESS:</b>		
– Interest	<b>584.23</b>	651.44
– Depreciation	<b>141.69</b>	118.11
	<b>725.92</b>	769.55
	<b>1782.25</b>	1,677.29
<b>ADD:</b>		
– Surplus Profit Brought Forward from Previous Year	<b>382.71</b>	259.27
	<b>2164.96</b>	1,936.56
<b>APPROPRIATIONS</b>		
– Provision for Taxation	<b>732.16</b>	609.81
– Provision for Deferred Tax Liability	<b>(-) 42.26</b>	(-) 9.69
– Transfer to General Reserve	<b>900.00</b>	825.00
– Proposed dividend	<b>110.76</b>	110.76
– Dividend distribution tax	<b>18.82</b>	17.97
	<b>1,719.48</b>	1,553.85
– Surplus Profit Carried to Balance Sheet	<b>445.48</b>	382.71

**DIVIDEND**

Your Directors are pleased to recommend, for your approval, payment of Dividend at the rate of 15% on equity shares for the year ended on the 31st March, 2013 (Previous Year 15%), which, if approved by the shareholders in the ensuing Annual General Meeting will absorb ₹ 129.58 Lacs approx. including payment of tax, surcharge and cess thereon.

**REVIEW OF OPERATIONS**

The year under review has recorded increase in the profitability. Profit before Tax at ₹ 17.82 crores is higher by 6.26% as compared to ₹ 16.77 crores of last year. However, the turnover of the Company has been decreased during the year under review. The sales and other income have touched ₹ 106.45 crores showing a decrease of 3.39% as compared to the previous year ₹ 110.19 crores. Out of the disposable surplus of ₹ 1475.06 lacs, a sum of ₹ 129.58 Lacs has been kept for dividend and dividend tax and a sum of ₹ 900 lacs has been transferred to General Reserves and Reserve and Surplus stood at ₹ 6925.51 Lacs at the end of the year.

The operational performance of the Company has been comprehensively discussed in the Management Discussion and Analysis Report and the same forms part of this Directors' Report.

## **STATUTORY STATEMENTS**

### **(A) Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and outgo:**

The particulars as required under section 217(1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, are set out in the Annexure-A included in this report.

### **(B) Particulars of Employees**

The Statement showing particulars of employees pursuant to the provision of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 is annexed hereto Annexure - B and forms part of this Report.

### **(C) Foreign Exchange Earnings and Outgo**

Activities relating to export initiatives to increase exports

Developments of New export markets for products and Services and Export plan :

During the year under review, the Company has not made any export of its goods and services, whereas, the company has continued to maintain focus on and avail of export opportunities based on economic consideration.

**The particulars relating to Foreign Exchange Earning & Outgo incurred during the period are:-**

Foreign Exchange Earning : Nil

Foreign exchange Outgo : ₹ 17,89,851

## **ISO 9001:2008 CERTIFICATION**

We have immense pleasure to inform all of you that your Company has been awarded ISO 9001:2008 Certification on 25th May, 2011.

ISO is a powerful set of statistical and management tool that can create dramatic increase in systematic productivity, customers satisfaction and shareholders' value. Your Company continues to adhere to its true spirit, along with the systems and procedures laid down in its "QUALITY MANUAL".

## **CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency and accountability in the functioning of Company and equity in all facets of its operations and all its interactions with shareholders, customers, government, suppliers, lenders and to build the confidence of the society in general. Corporate Governance has become integral part of the Company in its pursuit of excellence, growth and value creation. Corporate Governance is the key factor in attaining fairness for all stakeholders and achieving organizational efficiency. Your Company is committed on adopting the best practices of Corporate Governance.

- a) A report on Corporate Governance together with a certificate received from M/s Sekhri & Associates, Chartered Accountants, Statutory Auditors of the Company confirming the compliance