

**ANSAL BUILDWELL LTD.**

CIN : L45201DL1983PLC017225

**BOARD OF DIRECTORS**

Shri Gopal Ansal  
*Chairman-Cum Managing Director*  
Shri Gaurav Mohan Puri  
*Whole Time Director (Projects)*  
Smt. Ritu Ansal  
*Woman Director*  
Shri Subhash Verma  
Shri V. P. Verma  
Shri K.S. Bakshi

**V.P. & CHIEF FINANCIAL OFFICER**

Shri Arun Kumar Pandey

**V.P. & COMPANY SECRETARY**

Shri Ashok Babu

**AUDITORS**

M/s Sekhri & Associates  
Chartered Accountants  
New Delhi

**BANKERS**

Punjab National Bank  
Punjab & Sind 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

<b>CONTENTS</b>	<b>Page</b>
Board .....	1
Notice .....	2
Directors' Report .....	17
Management Discussion & Analysis .....	45
Corporate Governance Report .....	52
Independent Auditors' Report .....	67
Balance Sheet .....	72
Statement of Profit & Loss .....	73
Notes forming part of Financial Statements .....	74
Statement of Cash Flows .....	110
Consolidated Accounts .....	113

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the **Thirtyfirst Annual General Meeting** of the Company will be held on **Tuesday, the 29<sup>th</sup> September, 2015 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 Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the Financial Year ended on that date together with the Directors' Report and Independent Auditors' Report thereon.
2. To declare Dividend for the Financial Year 2014-2015 on Equity Shares of the Company.
3. To appoint a Director in place of Shri Gaurav Mohan Puri (DIN No. 01867563) who retires by rotation and being eligible offers himself for re-appointment.
4. **Ratification of Appointment of Independent Auditors**

**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 139 and other applicable provisions of the Companies Act, 2013, (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as recommended by the meetings of Audit Committee and Board of Directors held on 29<sup>th</sup> May, 2015, the Company hereby ratifies the appointment of M/s Sekhri & Associates, Chartered Accountants (Firm Registration No. 018322N) as the Independent Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial Year 2016-17 on such remuneration as may be determined by the Board of Directors"

**SPECIAL BUSINESS**

5. **To appoint Smt. Ritu Ansal (DIN: 00667175) as Woman Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT**, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, Smt. Ritu Ansal (DIN No. 00667175), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13<sup>th</sup> November, 2014, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Smt. Ritu Ansal as a candidate for the office of Director of the Company, be and is hereby appointed as a Woman Director of the Company whose office shall be liable to retire by rotation"



**6. Re-appointment of Shri Gopal Ansal as Chairman cum Managing Director and approval of his remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution :**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and read with schedule V as amended, from time to time, and any other applicable provisions, if any of the Companies Act, 2013, (“the Act”) including any amendment thereto 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 Nomination and Remuneration Committee at their meetings held on 4th May, 2015 and Board of Directors at their meeting held on 29th May, 2015 approval of the shareholders be and is hereby accorded to the re-appointment and payment of remuneration to Shri Gopal Ansal (DIN:00014172) as Chairman cum Managing Director of the Company for further period of 3 years with effect from 1st April, 2015 on the remuneration and the terms and conditions as set out below :

**I. BASIC SALARY**

Basic Salary of ₹ 5,20,000/- (Rupees Five lacs twenty thousand only) per month in the grade of ₹ 5,20,000 – 40,000 – 6,40,000.

**II. PERQUISITES**

In addition 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 ₹ 1,56,000/- p.m. or as may be revised by the Nomination and Remuneration Committee and Board of Directors Meeting subject, however, that the same shall not exceed 30% of Basic Salary.
2. **Gas, Electricity, Water and Furnishings:** The expenditure incurred by the company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 5% (Five percent) of the Basic Salary.
3. **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.
4. **Club Fees:** Annual Fee of two clubs and entertainment expenditure incurred at club for business purpose only subject to a maximum of ₹ 50,000/- p.a. However, the club fee shall not include entrance fee or life membership fee.
5. **Personal Accident Insurance:** Premium not to exceed ₹ 25,000/- Per annum.
6. Company's contribution to provident fund @ 12% of the Basic salary or at such other rate as per the laws applicable in this behalf from time to time.
7. Gratuity in accordance with the Rules of the Company as applicable to the Senior Executives of the Company for each completed year of service.
8. Leave as per Company Rules.



9. Provision of Car with driver and free Telephone/Communication facilities at Residence for business purpose.

### III. COMMISSION

Upto 1% of the Net Profit of the Company for each financial year computed in accordance with the provision of Section 198 of the Companies Act, 2013, subject however, that his total remuneration including gross salary, perquisites and commission shall not exceed the overall ceilings of 5% of net profits as laid down under section 197 and of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to vary and/or revise the remuneration of the said Chairman cum Managing Director within the permissible limits under the provisions of the Companies Act, 2013 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 Chairman cum Managing Director, payment of salary, perquisites and other allowances shall be as aforesaid subject to the limits/ approvals prescribed under Schedule-V of the Companies Act, 2013 as applicable from time to time and the actual remuneration payable shall be as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company”

7. **To alter the Articles of Association of the Company to ensure the existing Articles of Association of the Company are in compliance with the Companies Act, 2013 and Rules framed thereunder and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED** as a Special Resolution that pursuant to the provisions of Sections 5,6 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 {“the Act”}, and the Companies {Incorporation} Rules, 2014 as amended from time to time, and subject to the approval(s) from any regulatory authorities as may be required, the existing Articles of Association of the Company be and is hereby altered by inserting the following new Article No. 230 immediately after the existing Article No. 229:-

Article No. 230:- The Clauses of Table “F” specified in terms of Section 5 and Schedule I of the Companies Act, 2013 read with Companies {Incorporation} Rules 2014 which set out the model Articles of Association for the Company Limited by Shares, and, any provision/s of the Companies Act, 2013 and Rules thereto requiring the authority of Articles of Association for its/their implementation shall form a part of the existing Articles of Association of the Company, and any existing provision/s therein which is/are inconsistent with and/or contrary and/or repugnant to the said clauses of Table “F” and/or any other provisions(s) of the Companies Act, 2013 and Rules framed therein shall cease to be applicable and shall also become or be void as the case may be.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (Board) or its Committee or its officer/s, to which/whom the Board may delegate or has delegated its powers,



from time to time, be and are hereby authorized to do all the necessary acts/deeds things including taking all consequential/incidental step/s, to give effect to this Resolution”.

8. **Ratification of Remuneration of the Cost Auditors for the financial year 2015-2016 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or enactment(s) thereof, for the time being in force, M/s Gaurav Kumar & Co., Cost Accountant (Firm Registration No. 101428), appointed as the Cost Auditors of the Company by the Board of Directors for the conduct of audit of the cost records of the Company for the financial year 2015-2016, be paid remuneration of Rs. 50,000/- excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit.

**Registered Office:**

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

**Place:** New Delhi

**Date:** 29<sup>th</sup> May, 2015

By Order of the Board  
For Ansal Buildwell Ltd.

**ASHOK BABU**

V.P. & Company Secretary  
FCS No. 2328

**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 FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder

- b) The Register of Beneficial Owners, Register of Members and the Share Transfer books of the Company shall remain closed from 23<sup>rd</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive).
- c) The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out detail relating to Special Business at the meeting is annexed hereto.
- d) (i) A Dividend of ₹ 1/- 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 29<sup>th</sup> September, 2015 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 22<sup>nd</sup> September, 2015.

- (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.
- e) The Ministry of Corporate Affairs (MCA) has vide circular No. 18/2011 dated 29<sup>th</sup> 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)

- f) 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, 2<sup>nd</sup> Floor, Naraina Industrial Area Phase-I, PVR Naraina, New Delhi-110 028 quoting correct Folio Number(s) and in case of shares held in dematerialized form to the concerned Depository Participant.
- g) 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.
- h) The Company has already transferred all unclaimed dividend declared upto the financial year ended 31<sup>st</sup> 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.
- i) Pursuant to Section 124 of the Companies Act, 2013, the dividend for the financial year ended 31<sup>st</sup> March, 1996, 1997, 1998, 1999, 2005, 2006 and 2007 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 125 of the Companies Act, 2013. The Company had accordingly, transferred Rs. 4,95,628.20 being the unpaid & unclaimed dividend amount pertaining to dividend 2006-07, to the Investor Education and Protection Fund of the Central Government.

Further, the shareholders who have not en-cashed their dividend warrant(s) for the year ended 31<sup>st</sup>



March, 2008, 31<sup>st</sup> March, 2009, 31<sup>st</sup> March, 2010, 31<sup>st</sup> March, 2011, 31<sup>st</sup> March, 2012, 31<sup>st</sup> March, 2013 and 31<sup>st</sup> March, 2014 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.

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 dividend for the financial year ended on March 31, 2008 is due for transfer to the Investor Education and Protection Funds this year in the month of October, 2015.

- j) 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.
- k) Trading in the Shares of the Company has been made compulsory in dematerialized form w.e.f. 26<sup>th</sup> 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.
- l) Any documents and papers as referred to in this notice and as required by the Companies Act, 2013 shall be available at the registered office of the Company for inspection on any working day excluding Saturday upto the date of ensuing Annual General Meeting to be held on 29<sup>th</sup> September, 2015 for the period as required under the provisions of the Act.
- m) The Annual Final Accounts of the Subsidiary companies will also be available for inspection at the Registered Office of the Company on any working day excluding Saturday upto the date of ensuing Annual General Meeting. The said accounts also be available at Company's website [www.ansalabl.com](http://www.ansalabl.com)
- n) The Members desirous of appointing their nominee for the shares held by them, may apply in the revised Nomination Form (Form SH-13) as amended by the Central Government vide Section 72 of the Companies Act, 2013.
- o) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/RTA.
- p) The relevant information of Directors, by way of brief resume, seeking appointment / reappointment/ revision in remuneration under item No.3, 5 and 6 required under clause 49 of





the listing Agreement with the Stock Exchange are annexed hereto.

- q) 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.
- r) 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.
- s) Electronic copy of the Annual Report for the year 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2014-2015 is being sent in the permitted mode.
- t) Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
- u) Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for the year 2014-2015 will also be available on the Company's website [www.ansalabi.com](http://www.ansalabi.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, except Saturday.
- v) Voting through electronic means.
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (CDSL).

The instructions for shareholders voting electronically are as under:

    - i) The voting period begins on Saturday, 26<sup>th</sup> September, 2015 at 9.00 a.m. and ends on Monday, 28<sup>th</sup> September, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 22<sup>nd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
    - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)





- (iv) Click on "Shareholders" Tab
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <M/s ANSAL BUILDWELL LTD.> on which you choose to vote.



- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)