

**BOARD OF DIRECTORS**

Shri Gopal Ansal
Chairman cum-Managing Director
 Smt. Ritu Ansal
Woman Director
 Shri Subhash Verma
Independent Director
 Shri Suresh Kumar Gupta
Independent Director

V.P. & CHIEF FINANCIAL OFFICER

Shri Arun Kumar Pandey

V.P. & COMPANY SECRETARY

Shri Ashok Babu

AUDITORS

M/s I.P. Pasricha & Co.
 Chartered Accountants
 New Delhi

BANKERS

Punjab National Bank
 State Bank of India
 Punjab & Sind Bank
 HDFC Ltd.
 Axis Bank Limited

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 Thirtyfourth Annual General Meeting of the Company will be held on **Tuesday, the 25th September, 2018 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 Financial Statements (including audited consolidated Financial Statements) for the Financial Year ended 31st March, 2018 together with the Directors' Report and Independent Auditors' Report thereon.
2. To declare dividend for the financial year 2017-2018 on Equity Shares of the Company.
3. To appoint a Director in place of Smt. Ritu Ansal (DIN 00667175) who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify the appointment of M/s I.P. Pasricha & Co. Chartered Accountants, New Delhi (FRN 000120N) the Independent Auditors of the Company for the Financial Year 2018-2019 and to fix their remuneration 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 the provisions of Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any Statutory Modification(s) or re-enactment(s) thereof for the time being in force and as recommended by Audit Committee and Board of Directors of the Company held on 30th May, 2018, the appointment of M/s I.P. Pasricha & Co., Chartered Accountants, A-31A, 1st Floor, Ring Road, Rajouri Garden, New Delhi-110 027 (Firm Registration No. 000120N), the Independent Auditors of the Company who holds office until the conclusion of 38th Annual General Meeting of the Company to be held in the year 2022, be and is hereby ratified for the Financial Year 2018-2019 at such remuneration as may be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

5. **To Re-appoint Mr. Subhash Verma (DIN 00017439) as an Independent Director 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 Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Subhash Verma (DIN 00017439), Independent Director of the Company and whose term of office will expire on 31st March, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office for five consecutive years for second term from 1st April, 2019 upto 31st March, 2024 and whose office shall not be liable to retire by rotation”.



6. **To appoint Mr. Suresh Kumar Gupta (DIN 00369525) as an Independent 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Shri Suresh Kumar Gupta (DIN 00369525) who was appointed as Additional Director of the Company by the Board of Directors with effect from 13th February, 2018, 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 Shri Suresh Kumar Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2023 and whose office shall not be liable to retire by rotation”.

7. **Appointment of Shri Gopal Ansal (DIN 00014172) 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 as a Special Resolution that pursuant to the provisions of Sections 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”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, including any amendment thereto or any enactment or re-enactment thereof and provisions of Articles of Association of the Company and subject to necessary approvals of Central Government and consent, if any, and as recommended by Nomination and Remuneration Committee at their meeting held on 8th December, 2017 and Board of Directors at their meeting held on 8th December, 2017, approval of the shareholders be and is hereby accorded to the 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 8th December, 2017 on the remuneration and the terms and conditions as set out below”:

I. Basic Salary

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

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 ₹ 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 Travel Concession** for self and family members once in a year not exceeding one month Basic Salary, as per Company Rules.
9. **Leave** as per Company Rules.
10. 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 of the Companies Act, 2013 and/or limit of remuneration as laid down in Part-II of Schedule V of the Companies Act, 2013, in case of loss or inadequacy of profit in any Financial year during currency of tenure of his service.

RESOLVED THAT said Chairman cum Managing Director shall be entitled to get one or more increments per annum on 1st April of each year as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on his performance within the above grade. His appointment shall be liable to retirement by rotation.

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 read with schedule V 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"



8. **Approval to deliver documents through a particular mode as may be sought by member and in this regard 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 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by Speed Post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery and handling charges of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the member for delivery of documents, through a particular mode of service mentioned and provided against such request alongwith requisite fees has been duly received by the Company at least 10 days in advance of despatch of documents by the Company to the Member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution”.

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

V.P. & Company Secretary
FCS No. 2328

Date : 30th May, 2018

Place : New Delhi

**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. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

- b) The Register of Beneficial Owners, Register of Members and the Share Transfer books of the Company shall remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive).
- c) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out detail relating to Special Business as item No. 5,6,7 & 8 at the meeting is annexed hereto.
- 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 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., 44, Community Centre, 2nd 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.
- 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) (i) A Dividend of ₹ 0.50 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 25th September, 2018 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 19th September, 2018.

- (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.
- h) 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
- i) Pursuant to Section 124 of the Companies Act, 2013, the dividend for the financial year ended 31st March, 1996, 1997, 1998, 1999, 2005, 2006, 2007, 2008, 2009 and 2010 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 ₹ 4,43,312/- being the unpaid & unclaimed dividend amount pertaining to dividend of the financial year 2009-10, 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 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March, 2014, 31st March, 2015 and 31st March, 2016 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, 2011 is due for transfer to the Investor Education and Protection Funds this year in the month of October, 2018.

- 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) THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE ITS CIRCULAR NO. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 DATED 20TH APRIL, 2018 HAS DIRECTED ALL LISTED COMPANIES TO ENSURE THAT ANY PAYMENT OF DIVIDEND TO THE SHAREHOLDERS IS MADE THROUGH ELECTRONIC CHANNELS SUCH AS NECS/NEFT/RTGS. THE COMPANIES THROUGH THEIR REGISTRAR AND SHARE TRANSFER AGENTS (RTA) ARE FURTHER DIRECTED TO COLLECT COPY OF PAN AND BANK ACCOUNT DETAILS OF ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM, IN VIEW OF THE SAME.

(A) Members who hold shares in physical form are requested to:



- (i) Furnish their PAN and Bank Account details to the Company or Company's Registrar and Share Transfer Agent namely, Linkintime India Pvt. Ltd. along with self-attested copy of PAN card cancelled "Name printed Cheque" in original or copy of Bank Passbook/Bank Statement duly attested by the Bank.
- (ii) Convert their holding into Demat Form.
- (iii) Provide/update their e-mail ID for communication purpose.

(B) Members who hold shares in demat form are requested to:

- (i) Update their Bank Account details with the Depository Participant (DP) to avoid any kind of rejection by the banker; and
- (ii) Provide/update their e-mail ID with the Depository Participant (DP) for communication purpose.

We wish to highlight the following benefits of receiving payments through the Electronic mode rather than receiving drafts/warrants in physical mode.

- Ensure timely credit of funds to the specified accounts.
- Ensure credits are done seamlessly without manual intervention.
- Eliminates postal/ mailing delays.
- Saves your effort of safekeeping and depositing of physical drafts/warrants at a bank.
- Helps track receipt of payments from the bank statement.

- l) 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.
- m) 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 Saturdays and Public Holidays during business hours upto the date of ensuing Annual General Meeting to be held on 25th September, 2018 for the period as required under the provisions of the Act.
- n) 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 and Public Holidays upto the date of ensuing Annual General Meeting. The said accounts also be available at Company's website www.ansalabl.com
- o) 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.
- p) 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.

- q) Details under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements Regulation 2015 “Listing Regulations” in respect of Directors seeking appointment/Reappointment/Continuation at the Annual General Meeting is annexed hereto as Annexure-1.
- r) 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.
- s) 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.
- t) Electronic copy of the Annual Report for the year 2017-2018 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 Annual Report for the year 2017-2018 is being sent in the permitted mode.
- u) Electronic copy of the Notice of the 34th 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 34th 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.
- v) Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the year 2017-2018 will also be available on the Company’s website www.ansalabl.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 and Public Holidays.
- w) Attendance slip, Proxy Form and route map of the venue of the meeting are annexed hereto.
- x) Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer in the name of IEPF Authority all Shares in respect of which dividend has not been paid or claimed for 7(seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection fund Authority (Accounting, Audit, Transfer and refund) Rules, 2016, as amended , the Company has transferred all shares in respect of which the dividend declared for the financial year 2009-10 and later financial years, has not been paid or claimed by the members for 7 (seven) consecutive years or more and Members are advised to visit the website of the Company www.ansalabl.com to ascertain details of shares transferred in the name of IEPF Authority.



y) 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 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited (LI IPL)

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 22nd September, 2018 at 9.00 a.m. and ends on 24th September, 2018 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. 18th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Log –in to e-Voting website of Link Intime India Private Limited (LI IPL)

- (iii) Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
- (iv) Click on "Login tab" available under 'Shareholders' section.
- (v) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on 'SUBMIT'.
- (vi) Your User ID details are given below:
- Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio Number registered with the Company.
- (vii) Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign UP" tab available under "Shareholders" section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).