

**BOARD OF DIRECTORS**

Shri Gopal Ansal
Chairman cum-Managing Director
Smt. Ritu Ansal
Woman Director
Shri Subhash Verma
Independent Director
Smt Suman Dahiya
Independent Director

SR. V.P. & CHIEF FINANCIAL OFFICER

Shri Arun Kumar Pandey

SR. 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.
Noble Heights, 1st Floor,
Plot NH-2, C-1 Block LSC,
Near Savitri Market, Janakpuri,
New Delhi - 110 058

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtyfifth Annual General Meeting of the Company will be held on **Monday, the 30th September, 2019** 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 Standalone Financial Statements (including audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2019 together with the Directors' Report and Independent Auditors' Report thereon.
2. To appoint a Director in place of Smt. Ritu Ansal (DIN: 000667175) who retires by rotation and being eligible, offers herself for reappointment.
3. 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 2019-2020 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 in their meeting held on 30th May, 2019, 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 2019-2020 at such remuneration as may be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

4. To appoint Smt. Suman Dahiya (DIN: 08498804) 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, Smt. Suman Dahiya (DIN: 08498804) who was appointed as Additional Director of the Company by the Board of Directors with effect from 30th May, 2019, 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. Suman Dahiya 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, 2024 and whose office shall not be liable to retire by rotation”.

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

Sr.V.P. & Company Secretary
FCS No. 2328

Date : 30th May, 2019

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 24th September, 2019 to 30th September, 2019 (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.4 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 to notify change in address, if any, to the Company’s



Registrar and Share Transfer Agents (RTA) M/s Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot NH-2, C-1, Block LSC, Near Savitri Market, Janakpuri, New Delhi-110 058 quoting correct Folio Number(s) and in case of shares held in dematerialized form to the concerned Depository Participant.

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.

- f) 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
- g) 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, 2010 and 2011 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 ₹ 4,69,897/- being the unpaid & unclaimed dividend amount pertaining to dividend of the financial year 2010-11, 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, 2012, 31st March, 2013, 31st March, 2014, 31st March, 2015, 31st March, 2016 and 31st March, 2018 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, 2012 is due for transfer to the Investor Education and Protection Funds this year in the month of October, 2019.

- h) 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.
- i) 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 Payment from the bank statement.

- 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, 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 30th September, 2019 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 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
- m) 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.
- n) 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.

- o) Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 "Listing Regulations" in respect of, Directors seeking appointment/Reappointment at the Annual General Meeting is annexed hereto as Annexure-1.
- 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) Electronic copy of the Annual Report for the year 2018-2019 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 2018-2019 is being sent in the permitted mode.
- s) Electronic copy of the Notice of the 35th 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 35th 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.
- t) Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for the year 2018-2019 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.
- u) Attendance slip, Proxy Form and route map of the venue of the meeting are annexed hereto.
- v) 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 2010-11 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.



w) 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 35th 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 27th September, 2019 at 9.00 a.m. and ends on 29th September, 2019 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. 23rd September, 2019, 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:
- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **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).



	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form/ Attendance Slip indicated in the PAN Field
DOB/DOI	Enter the DOB (Date of Birth)/DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in you demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (vi).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA) , Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address, else shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. 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).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) Cast your vote electronically

After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the company, you choose to vote.

- (ix) On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.



Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under “Favour/Against”. You may also choose the option “Abstain” and the shares held will not be counted under ‘Favour/Against’.

- (x) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- (xi) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- (xii) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xiii) You can also take the printout of the votes cast by you clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) and custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/Mutual Fund/Corporate Body**’.
 - They are also required to upload a scanned certified true copy of the Board resolution/ authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions(“FAQs”) and instavote e-Voting manual available at <https://instavote.linkintime.co.in> under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel 022-49186000
- II. The Voting Rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. 23rd September, 2019.
- III. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
- IV. Mr.Surrinder Kishore Kapahi, Practicing Company Secretary (Membership No. FCS 1407, CP No. 1118) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



- V. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” or “polling paper” for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
- VI. However, in case of Members Casting their vote both by Ballot form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
- VII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
- VIII. The Results alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.ansalbl.com and on the website of LIPL, e-voting immediately after declaration of results and communicated to the Stock Exchange.
- IX. 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 COMPILED WELL IN ADVANCE.

Registered Office:

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

By Order of the Board
For Ansal Buildwell Ltd.

ASHOK BABU

Sr.V.P. & Company Secretary
FCS No. 2328

Date : 30th May, 2019**Place :** New Delhi

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

**DETAIL OF SHAREHOLDING/OTHER CONVERTIBLE INSTRUMENTS OF
NON-EXECUTIVE DIRECTORS OF THE COMPANY**

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulation 2015**

Sl.No.	Name of Directors	No. of Equity Shares	Other convertible Instruments
01.	Shri Subhash Verma	5200	Nil
02	Smt. Ritu Ansal	94771	Nil
03	Smt. Suman Dahiya	Nil	Nil