

36th
Annual
Report 2019-20



ansal BUILDWELL LTD.

(AN ISO 9001: 2008 COMPANY)

BUILDING GLOBALLY FOR PEOPLE'S WELFARE



DG Installation with Stack for Exhaust Pipe at Sushant Lok-III Gurgaon



Bridge at Florence City Pathankot

**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

CHIEF FINANCIAL OFFICER

Shri Ravinder Kumar Jain

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 Thirty sixth Annual General Meeting of the Company will be held on **Wednesday, the 30th September, 2020 at 11.00 A.M.** through video conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2020 together with the Directors' Report and Independent Auditors' Report thereon.
2. To appoint a Director in place of Shri Gopal Ansal (DIN: 00014172) who retires by rotation and being eligible offers himself 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 2020-2021 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 (“the Act”) 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 29th June, 2020 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 2020-2021 at such remuneration as may be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

4. **Re-Appointment of Shri Gopal Ansal (DIN No. 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 29th June, 2020 and Board of Directors at their meeting held on 29th June, 2020, 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 8th December, 2020 on the remuneration and the terms and conditions as set out below:

**I. Basic Salary**

Basic Salary of ₹ 5,20,000/- (Rupees Five Lakhs 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. 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 year.
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, and Rules framed there under on the standalone audited results of the Company, 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 and 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 will be subject 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”.

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 : 29th June, 2020

Place : New Delhi

NOTES

- a) In view of the continuing Covid-19 pandemic the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May, 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. Accordingly in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM, facility which does not require physical presence of members at a common venue. The deemed venue for the 36th AGM shall be at the Registered Office of the Company i.e. 118, UFF Prakashdeep Building, 7, Tolstoy Marg, New Delhi - 110001
- b) The AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- c) Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the M/s Link Intime India Private Ltd. the Registrar and Transfer Agents by email through its registered email address to enotices @linkintime.co.in



- d) In Compliance with the aforesaid MCA Circular dated May 5, 2020. April 8, 2020 and April 13, 2020 the Notice of A.G.M., Audited Financial Statements, Directors' Report and Auditors' Report etc. are being sent through 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 e notices @ linkintime.co.in or register at our website www.ansalabl.com by giving details like Name and Folio No., DPID.

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

- e) The Register of Beneficial Owners, Register of Members and the Share Transfer books of the Company shall remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive).
- f) 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.
- g) 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.
- h) 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.
- i) Members Attending AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- j) 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
- k) 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, 2011 and 2012, 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 ₹ 5,30,842/- being the unpaid & unclaimed dividend amount pertaining to dividend of the financial year 2011-2012, 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, 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, 2013 is due for transfer to the Investor Education and Protection Funds this year in the month of October, 2020.

- l) 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.
- m) 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.

THE COMPANY HAS NOT DECLARED ANY DIVIDEND THIS YEAR.

(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, Link Intime 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.



- n) 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.
- o) As mandated by SEBI effective from April 1, 2019 the securities of Listed Companies shall be transferred only in dematerialized form. In view of the above and to avail benefits of dematerialization, members are advised to dematerialise share(s) held by them in physical form.
- p) 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, 2020 for the period as required under the provisions of the Act.
- q) 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
- r) 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.
- s) 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 to be sent only to the Depository Participant by 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.
- t) 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.
- u) Electronic copy of the Annual Report for the year 2019-2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) through email 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 2019-20 is being sent in the permitted mode.
- v) Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) through email for communication purposes. Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner for attending the Annual General Meeting through InstaMeet and remote e-voting instructions for shareholders is available on Company's website www.ansalabl.com.
- w) Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for the year 2019-2020 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 at New Delhi for inspection during normal business hours on working days, except Saturday and Public Holidays.

- x) Since the AGM will be held through VC/OAVM the Route Map is not annexed in this Notice.
- y) Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer all shares in the name of IEPF Authority 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.

(A) **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

➔ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

➔ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).