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Annual Report
1998-1999



ANSAL PROPERTIES & INDUSTRIES LTD.

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**ANSAL PROPERTIES
& INDUSTRIES LTD.**

BOARD OF DIRECTORS

Shri Sushil Ansal
Chairman
Shri Gopal Ansal
Managing Director
Shri Deepak Ansal
Shri D.N. Davar
Shri T.R. Tuli
Dr. Bansi Dhar
Dr. R.C. Vaish
Shri Rahul C. Kirloskar
Shri S.C. Dikshit (UTI Nominee)

G.M. & COMPANY SECRETARY

Shri S.S. Gupta

AUDITORS

M/s. Khanna & Annadhanam
Chartered Accountants
New Delhi - 110 001

BANKERS

Punjab National Bank
Oriental Bank of Commerce
SBI Commercial & International Bank Ltd.
The Sanwa Bank Ltd.
The Lakshmi Vilas Bank Ltd.
The Bank of Rajasthan Ltd.
Indusind Bank Ltd.
The Jammu & Kashmir Bank Ltd.

REGISTERED OFFICE

115, Ansal Bhawan,
16, Kasturba Gandhi Marg
New Delhi - 110 001.

BOMBAY OFFICE

Hill Crest,
Ground Floor, Flat No. 2,
Plot No. 7, N.S. Road No. 10,
J.V.P.D. Scheme, Bombay - 400 049.

OVERSEAS OFFICES

71, SAP Road,
Siphaya, Bangkok-10500 Thailand.

Ansal Pubali Joint Venture
39, Kawran Bazar, Commercial Area,
1st Floor, Dhaka - 1215 (Bangladesh)



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Monday, the 25th October, 1999 at 11.00 A.M at FICCI Auditorium, Tansen Marg, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1999 and the Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri T. R. Tuli who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Bansil Dhar who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS

6. **Re-appointment of Shri Sushil Ansal, Chairman and Whole-time Director**
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 Sections 198, 269, 309, 310, 311 read with Schedule XIII, as amended from time to time, of the Companies Act, 1956 and other applicable provisions, if any, approval of the company be and is hereby accorded to the re-appointment of Shri Sushil Ansal as Chairman and Whole-time Director of the company for a period of Five years commencing from 1st April, 2000 to 31st March 2005 on the increased/revised remuneration and on the terms and conditions as set out below:

I Salary

Salary of Rs.1,50,000/- p.m. (Rupees One Lac Fifty Thousand per month) in the grade of Rs.1,50,000-20,000-1,90,000-25,000-3,15,000.

II Commission on Net Profit

Upto 2% of the Net Profit of the Company for each financial year computed in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956.

III Perquisites

In addition to above, he shall be entitled to the following perquisites:

CATEGORY "A"

1. **Housing:** Residential Rent Free Furnished accommodation or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.
2. **Gas, Electricity, Water and Furnishing:** Expenses incurred on gas, electricity, water and furnishing subject to a ceiling of 10(ten) percent of the Salary.
3. **Medical Reimbursement:** Expenses incurred for self and his family members subject to a ceiling of one months' salary in a year or three months salary over a period of three years.
4. **Leave Travel Concession:** For self and family members once in a year incurred in accordance with the Rules specified by the company.
5. **Club Fees:** Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fee.
6. **Personal Accident Insurance:** Premium not to exceed Rs.4000/- per annum.

CATEGORY "B"

The following perquisites shall also be allowed :

1. Company's contribution to Provident Fund @ 12% of the salary.
2. Company's contribution towards Superannuation Fund as per the rules of the Company's Superannuation Scheme as may be applicable from time to time, provided, however, that the Company's contribution to the Superannuation Fund together with the


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contribution to the Provident Fund shall not exceed 27% of the Salary, or any higher amount that may be permissible under the law.

3. Gratuity in accordance with the Rules of the Company as applicable to the Senior executives of the Company but not exceeding one-half month's salary for each completed year of service.
4. Leave will be allowed with full pay and allowances as per the Rules of the Company.

CATEGORY "C"

Provision of car with driver and telephone at residence, for official purposes, provided that personal long distance calls on telephone and use of car for private purpose shall be recovered by the Company.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year the remuneration payable to Shri Sushil Ansal, Chairman and Whole-time Director shall be regulated in accordance with Section II of part II of Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT Board of Directors of the company be and are hereby authorised to vary and/or modify terms and conditions related to the remuneration, commission, perquisites and yearly increment to be provided to Shri Sushil Ansal, Chairman and Whole-time Director of the Company, in accordance with and as may be permitted by the Companies Act, 1956 and Schedule XIII for the time being in force and/or any amendments or modifications, including any guidelines or modifications or notifications as may be made by the Central Government from time to time."

7. **Re-appointment of Shri Gopal Ansal, Managing Director**

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 Sections 198, 269, 309, 310, 311 read with Schedule XIII, as amended from time to time, of the Companies Act, 1956 and other applicable provisions, if any, approval of the company be and is hereby accorded to the re-appointment of Shri Gopal Ansal as Managing Director of the company for a period of 5 (five) years commencing from 1st April, 2000 to 31st March, 2005 on the increased/revised remuneration and on the terms and conditions as set out below:

I Salary

Salary of Rs.1,00,000/- p.m. (Rupees One Lac per month) in the grade of Rs.1,00,000-10,000-1,50,000.

II Commission on Net Profit

Upto 2% of the Net Profit of the Company for each financial year computed in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956.

III Perquisites

In addition to above, he shall be entitled to the following perquisites:

CATEGORY "A"

1. **Housing:** Residential Rent Free Furnished accommodation or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.
2. **Gas, Electricity, Water and Furnishing:** Expenses incurred on gas, electricity, water and furnishing subject to a ceiling of 10(ten) percent of the Salary.
3. **Medical Reimbursement:** Expenses incurred for self and his family members subject to a ceiling of one months' salary in a year or three months salary over a period of three years.
4. **Leave Travel Concession:** For self and family members once in a year incurred in accordance with the Rules specified by the company.
5. **Club Fees:** Fees of Clubs, subject to a maximum of two clubs. This will not include admission and life membership fee.
6. **Personal Accident Insurance:** Premium not to exceed Rs.4000/- per annum.

CATEGORY "B"

The following perquisites shall also be allowed :

1. Company's contribution to Provident Fund @ 12% of the salary.
2. Company's contribution towards Superannuation Fund as per the rules of the


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Company's Superannuation Scheme as may be applicable from time to time, provided, however, that the Company's contribution to the Superannuation Fund together with the contribution to the Provident Fund shall not exceed 27% of the Salary, or any higher amount that may be permissible under the law.

3. Gratuity in accordance with the Rules of the Company as applicable to the Senior executives of the Company but not exceeding one-half month's salary for each completed year of service.
4. Leave will be allowed with full pay and allowances as per the Rules of the Company.

CATEGORY "C"

Provision of car with driver and telephone at residence, for official purposes, provided that personal long distance calls on telephone and use of car for private purpose shall be recovered by the Company.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year the remuneration payable to Shri Gopal Ansal, Managing Director shall be regulated in accordance with Section II of part II of Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT Board of Directors of the company be and are hereby authorised to vary and/or modify terms and conditions related to the remuneration, commission, perquisites and yearly increment to be provided to Shri Gopal Ansal, Managing Director of the Company, in accordance with and as may be permitted by the Companies Act, 1956 and Schedule XIII for the time being in force and/or any amendments or modifications, including any guidelines or modifications or notifications as may be made by the Central Government from time to time."

8. **Corporate Guarantees given to Centurian Bank Ltd., Mumbai and UTI Bank Ltd., New Delhi, pursuant to provisions of Section 372A of the Companies Act, 1956.**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 372A of the Companies Act, 1956 the consent of the company be and is hereby accorded to ratify and confirm the resolutions passed in the meeting of the Board of Directors held on 28th January, 1999 wherein, the Company had provided corporate guarantees on behalf of M/s. Ansal Buildwell Ltd. to Centurian Bank Ltd., Mumbai and UTI Bank Ltd., New Delhi for Rs.763 Lacs and Rs.725 Lacs respectively."

9. **Corporate Guarantees pursuant to provisions of Section 372A of the Companies Act, 1956.**

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 Section 372A of the Companies Act, 1956, consent of the Company be and is hereby accorded to provide corporate guarantee(s) to any Bank/ Financial Institution or body corporate or entity in connection with loans given to any other person upto a total ceiling of Rs.50 crores in addition to the existing corporate guarantees already provided.

FURTHER RESOLVED THAT Board of Directors be and are hereby authorised to execute the said corporate Guarantees upto the aforesaid ceilings preferably in favour of Associate Companies in connection with loans made by the aforesaid to these body corporates."

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take such steps and to do all necessary acts, things or matters as may be incidental thereof, to give effect to this resolution."

10. **Investment in Equity Shares of Ansal Hotels Ltd.**

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 372A of the Companies Act, 1956 and subject to approval of public financial institutions that may be required, consent of the Company be and is hereby accorded to make an investment of 10,50,000 Equity Shares having face value of Rs.10/- each in M/s. Ansal Hotels Ltd. by way of direct purchase from


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Ansal Housing & Construction Ltd. @ Rs.30/- per share amount aggregating to Rs. 3.15 crores.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised and empowered to take such steps and to do all the necessary acts, things or matters as may be incidental thereto, to give effect to the above resolution."

11. Amendment in Articles of Association by insertion of "Dematerialisation of Securities" and Nomination facility in Articles of Association.

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions of the Companies Act 1956, the Articles of Association of the Company be and are hereby altered to the extent and in the manner set out hereunder:-

I After Article 21 the following new Articles 21 A and 21 B be inserted under the heading "Dematerialisation of Securities:

21A Definitions :

For the purpose of this Article:-

"Beneficial Owner" "Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act 1996.

"Depositories Act" "Depositories Act" shall mean the Depositories Act 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository" "Depository" shall mean a Depository as defined in the Depositories Act 1996.

"SEBI" "SEBI" means the Securities & Exchange Board of India.

"Member" "Member" means a duly registered holder from time to time of the shares of the Company and also one whose name is entered as beneficial owner in the records of a Depository in the case of shares held in a Depository.

"Securities" "Securities" means Shares, Debentures or other securities as may be specified by Central Government, SEBI or any other concerned authorities from time to time".

"Dematerialisation of Securities" 21B (1) Notwithstanding anything to the contrary contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

"Option to hold securities in physical Form or with form of Depository" (2) Every person holding securities of the Company through allotment or otherwise shall have the option to receive and hold the same in the form of security certificates or to receive and hold the same in the dematerialised form with a depository.

"Beneficial owner may opt out of a Depository" (3) Every person holding securities of the Company with a depository being the beneficial owner, thereof may at any time opt out of the depository in the manner provided under provisions of the Depositories Act and the rules if any, prescribed thereunder and on fulfillment of the conditions prescribed by the Company from time to time, the Company shall issue the relevant security certificates to the beneficial owner thereof.

"Securities in Depositories to be in prescribed form by Depository" (4) All securities held by a depository shall be dematerialised and shall be in form prescribed by it. Nothing contained in Sections 153, 153A, 153B, 187B and 187C of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.



"Rights of Depositories and Beneficial owners"	(5) (i) A depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it. (ii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
"Service of Documents"	(6) The Depository shall furnish to the Company the information of transfer of securities and the records of beneficial ownership at such intervals and in such manner as may be stipulated under the provisions of the Depositories Act.
"Transfer of Securities"	(7) Transfer of Securities held in a Depository will be governed by the provisions of the Depositories Act. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
"Allotment of Securities dealt within a Depository"	(8) Notwithstanding anything contained in the Act or these Articles, where securities are dealt with within a dematerialised form with a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
"Distinctive numbers of Securities held in a Depository"	(9) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall held in aapply to securities held with a depository.
"Register and Index of Beneficial owners"	(10) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.
"Other matters"	(11) Notwithstanding anything contained in these Articles the provisions of Depositories Act, relating to dematerialisation of securities, (including any modification or re-enactment thereof and Rules/Regulations made thereunder) shall prevail and apply accordingly.
II RESOLVED that	after the existing Article 58, the following new Article 58 A be inserted under the heading "Nomination".
58A	<p data-bbox="563 1258 1374 1375">Notwithstanding anything contained in Articles 54, 56 and 57 of these Articles the following provisions shall be applicable in case nomination facility as provided under Sections 109A and 109B of the Act is availed of:-</p> <ol data-bbox="563 1379 1374 1653" style="list-style-type: none"> <li data-bbox="563 1379 1374 1473">(1) Every holder of shares in, or debentures of the Company may at any time nominate in the manner prescribed under the Act, a person to whom his shares in, or debentures of, the Company shall vest in the event of death of such holder. <li data-bbox="563 1478 1374 1594">(2) Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders. <li data-bbox="563 1599 1374 1653">(3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise


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in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner supports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the shareholder or holder of debentures of the Company, or as the case may be, on the death of the joint holders become entitled to all the rights in the shares or debentures of the Company, as the case may be, of all the joint holders in such shares or debentures to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

- (4) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint, in the manner prescribed under the provisions of the Act, any persons to become entitled to shares in or debentures of the Company, in the event of his death, during the minority.
- (5) The provisions of the Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 58A of the Act.
- (6) (a) Any person who becomes a nominee by virtue of Article 58 A upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-
 - i) to be registered himself as holder of the shares or debentures, as the case may be; or
 - ii) to make such transfer of the shares or debentures, as the case may be, as the deceased shareholder or debentureholder, could have made.
- (b) If the nominee elects himself to be registered as holder of the shares or debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied by the death certificate of the deceased holder.
- (c) Subject to provisions of the Act and these Articles, the relevant shares or debentures may be registered in the name of the nominee or the transferee as if the death of the holder of the shares or debentures had not occurred and the notice or transfer signed by the Registered holder.
- (d) A nominee on becoming entitled to any shares or debentures by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would have been entitled if he were the registered holder of the shares or debentures except that he shall not, before being registered as a member of such shares or debentures, be entitled in respect of them to exercise any right conferred on a member or debentureholder in relation to meetings of the Company.
- (e) The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, interest or other moneys payable in respect of the relevant shares or debentures, until the requirements of the notice have been complied with.
- (f) The provisions of this Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 58A of the Act.

Regd. Office:
115, Ansal Bhawan,
16, Kasturba Gandhi Marg,
NEW DELHI - 110 001
Dated: 22nd September, 1999.

By Order of the Board
for ANSAL PROPERTIES & INDUSTRIES LTD.

(S. S. GUPTA)
General Manager & Co. Secretary

**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies in order to be effective must be received at the Registered Office of the Company not less than forty eight hours before the Annual General Meeting.
- b) The relevant explanatory statement pursuant to section 173 (2) of the Companies Act, 1956, in regard to special business set out in item Nos. 6 to 11 are annexed herewith.
- c) Register of Members and the Share Transfer books of the Company shall remain closed from 16th September, 1999 to 30th September, 1999 (both days inclusive).
- d) i) Dividend, if declared, will be payable to those shareholders whose names appear in the Register of Members at the close of business hours on 30th September, 1999.
ii) No Tax at source shall be deducted from the Dividend amount payable to the shareholders. Tax will be paid by the Company at a flat rate of 10% and surcharge thereon on the total amount of dividend payable.
- e) As required under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, it is confirmed that unpaid/unclaimed final dividends as per details given below have been transferred to the General Revenue Account of the Central Government within the prescribed time :

Dividend for the year ended	No. of Shareholders	Amount (Rs.)	Date of Transfer
31st March, 1993	1025	39,761	08.11.96
31st March, 1994	2580	7,43,908	18.11.97

Shareholders who have not encashed the dividend warrants for the said periods are requested to claim the amount from the Registrar of Companies, NCT of Delhi & Haryana, C.G.O. Complex, IIInd Floor, Paryavaran Bhawan, New Delhi-110 003.

- f) Members who have not yet encashed the final dividend warrants for the financial year ended on 31st March, 1995 onwards till 31st March, 1998 are requested to surrender the uncashed warrants to the Company and obtain payments. The balance lying in unpaid dividend Account opened for the above purposes shall be transferred to a fund established by the Central Government under the provisions of Section 205A read with Section 205C of the Companies Act, 1956. After transfer to the said fund no claim shall lie either against the fund or against the Company in respect of individual amount of Dividend which remains unclaimed.
- g) Members are requested to intimate the Company at its Registered Office, change, if any, in their address, for mailing purpose.
- h) Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company the ledger folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
- i) TO AVOID THE MISUSE OF DIVIDEND WARRANT THE SHAREHOLDERS ARE ADVISED TO SEND US THE DETAILS OF THE BANK, ITS ADDRESS, NATURE OF ACCOUNT AND NUMBER, FOR PRINTING ON THE DIVIDEND WARRANT BEFORE DESPATCH.
- j) MEMBERS DESIRING ANY INFORMATION/ CLARIFICATION ON THE ANNUAL ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 7 DAYS BEFORE THE DATE OF ANNUAL GENERAL MEETING SO THAT THE SAME MAY BE COMPILED WELL IN ADVANCE.

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


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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956
ITEM NO. 6.

Shri Sushil Ansal was appointed as Chairman and Whole-time Director of the Company for a period of 5 years effective from 1st April, 1990 and thereafter, reappointed for a further period of 5 years w.e.f. 1st April, 1995. His present term of appointment will expire on 31st March, 2000. The Board, in its meeting held on 31st August, 1999 has reappointed him as Chairman and Whole Time Director for a further period of 5 years w.e.f. 1st April, 2000 to 31st March, 2005 and approved increase in his remuneration in accordance with provisions of section 198, 269, 309, 310, 311 read with Schedule XIII of the Companies Act, 1956.

Shri Sushil Ansal is a Graduate with over 30 years of rich, wide and varied experience in real estate development and construction industry, contracting and general management of business and possesses commercial acumen of high caliber. Under his dynamic leadership and guidance, the company has achieved remarkable growth and attained status of industry leader as well as built up excellent business reputation over the years. He has been associated with the Company for over three decades. Pursuant to overall increase in salary structure, it is considered desirable to enhance/revise managerial remuneration payable to Shri Sushil Ansal w.e.f. 1st April, 2000. The Board recommends for passing the resolution for his appointment and payment of his remuneration as set out in the proposed resolution.

The draft agreement as approved by the Board of Directors in their meeting held on 31st August, 1999 shall be executed between Shri Sushil Ansal and the Company. The said draft Agreement shall be available for inspection by the members of the Company at the Registered Office of the Company on any working day during the business hours and at the Annual General Meeting.

Shri Sushil Ansal is interested/concerned in the resolution. Shri Gopal Ansal, Shri Deepak Ansal and Shri Rahul C. Kirloskar, being related to him may be also deemed to be interested in the resolution. No other Director is interested in or concerned with the resolution.

The aforesaid appointment and increase in the remuneration of Chairman and Whole Time Director may be regarded as abstract of the terms and conditions of reappointment and Memorandum of interest of Directors under the provisions of Section 302 of the Companies Act, 1956.

ITEM NO. 7.

Shri Gopal Ansal was appointed as Managing Director of the Company for a period of 5 years effective from 1st April, 1990 and thereafter, reappointed for further period of 5 years w.e.f. 1st April, 1995. His present term of appointment will expire on 31st March, 2000. The Board, in its meeting held on 31st August, 1999 has reappointed him as Managing Director of the Company for a further period of 5 (five) years w.e.f. 1st April, 2000 to 31st March, 2005 and has approved increase in his remuneration in accordance with and provisions of section 198, 269, 309, 310, 311 read with Schedule XIII of the Companies Act, 1956.

Shri Gopal Ansal is a qualified Civil Engineer (B.Sc.Engg.[Civil] and is associated with the Company for the last over 21 years. He has to his credit vast, rich and varied experience in the field of development and construction of multistoried buildings in India and abroad and execution of large value hightech engineering projects on turnkey basis. Under his able guidance and direction, the company has executed large number of hightech engineering contracts and Real Estate Development Projects in India and abroad. Pursuant to overall increase in salary structure it is considered desirable to enhance/revise managerial remuneration payable to Shri Sushil Ansal w.e.f. 1st April, 2000.

The Board recommends for passing the resolution for his appointment and payment of his remuneration as set out in the proposed resolution.

The draft agreement as approved by the Board of Directors in their meeting held on 31st August, 1999 shall be executed between Shri Gopal Ansal and the Company. The said draft Agreement shall be available for inspection by the members of the Company at the Registered Office of the Company on any working day during the business hours and at the Annual General Meeting.

Shri Gopal Ansal is interested/concerned in the Resolution. Shri Sushil Ansal and Shri Deepak Ansal being related to him may be also deemed to be interested in the Resolution. No other director is interested in or concerned with the Resolution.

The aforesaid appointment and increase in remuneration of Shri Gopal Ansal, Managing Director may be regarded as an abstract of the terms and conditions of reappointment and Memorandum of interest of Directors under Section 302 of the Companies Act, 1956.

ITEM NO. 8, 9 & 10

According to the recent amendments made by the Companies (Amendment) Act, 1999, as per the provisions of Section 372A of the Companies Act, 1956, effective from 31st October, 1998, it is