



**36th ANNUAL REPORT  
2002-2003**

Report  Junction.com

**ANSAL PROPERTIES & INDUSTRIES LTD.**


**BOARD OF DIRECTORS**

Shri Sushil Ansal  
Chairman  
Shri Gopal Ansal  
Managing Director  
Shri D. N. Davar  
Dr. R. C. Vaish  
ACM O. P. Mehra (Retd.)  
Shri Rahul C. Kirloskar  
Shri Lalit Bhasin  
Shri P. R. Khanna  
Directors

**AUDIT COMMITTEE**

Shri D. N. Davar ( Chairman)  
Dr. R. C. Vaish (Vice Chairman)  
ACM O. P. Mehra (Retd.)

**ADDITIONAL VICE PRESIDENT &  
COMPANY SECRETARY**

Shri Amitav Ganguly

**AUDITORS**

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

**FINANCIAL INSTITUTIONS**

Housing Development  
Finance Corporation Limited

**BANKERS**

Punjab National Bank  
Oriental Bank of Commerce  
SBI Commercial & International Bank Ltd.  
UFJ Bank Limited  
The Lakshmi Vilas Bank Ltd.  
The Bank of Rajasthan Ltd.  
The Jammu & Kashmir Bank Ltd.  
ICICI Bank Ltd.  
The Indusind Bank Ltd.  
115, Ansal Bhawan  
16, Kasturba Gandhi Marg,  
New Delhi - 110 001

**REGISTERED OFFICE**

<b>CONTENT</b>	<b>Page</b>
Board of Directors	1
Notice	2-5
Directors' Report	6-10
Corporate Governance Report	11-20
Managements' Discussion and Analysis	21-23
Auditors' report	24-26
Balance Sheet	27
Profit & Loss Account	28
Schedules	29-45
Cash Flow Statement	46
Balance Sheet Abstract & Business Profile	47
Consolidated Accounts	48-66
ECS Mandate Form	



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Company will be held on Monday, the 29th day of September, 2003 at 10.00 A. M. at Sri Sathya Sai International Centre and School, Lodhi Institutional Area, Lodhi Road, New Delhi-110003, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003 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 D. N. Davar who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Rahul C. Kirloskar who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors of the Company and to fix their remuneration.

### SPECIAL BUSINESS

#### 6. Appointment of Shri Lalit Bhasin, as Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri Lalit Bhasin, who was appointed as an Additional Director of the Company w.e.f. 30th October, 2002 under Section 260 of the Companies Act, 1956 (The Act), by the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a member alongwith a deposit of Rs.500/- signifying his intention to propose Shri Lalit Bhasin, as a candidate for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 7. Appointment of Shri P. R. Khanna, as Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri P. R. Khanna, who was appointed as an Additional Director of the Company w.e.f. 30th August, 2003 under Section 260 of the Companies Act, 1956 (The Act), by the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a member alongwith a deposit of Rs.500/- signifying his intention to propose Shri P. R. Khanna, as a candidate for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 8. Approval of de-listing of Equity Shares of the Company from Uttar Pradesh, Jaipur and Ahmedabad Stock Exchanges.

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



"RESOLVED THAT approval of the Company be and is hereby accorded to get de-listed equity shares of the Company from The Stock Exchange, Ahmedabad, The Jaipur Stock Exchange Ltd., The Uttar Pradesh Stock Exchange Association Ltd., Kanpur in accordance with and in adherence to Securities & Exchange Board of India (De-listing of Securities) Guidelines, 2003, as may be amended from time to time.

RESOLVED FURTHER THAT the equity shares of the Company shall remain listed with the Regional Stock Exchange i.e. The Delhi Stock Exchange Association Ltd. and The Stock Exchange, Mumbai.

RESOLVED FURTHER THAT Shri Sushil Ansal, Chairman, Shri Anil Kumar, President (Finance) and Shri Amitav Ganguly, Addl. Vice President & Company Secretary, be and are hereby authorised and empowered severally to do or cause to be done all acts, things or deeds as may be required or incidental thereto to give effect to this resolution."

Regd.Office:  
115, Ansal Bhawan,  
16, Kasturba Gandhi Marg,  
NEW DELHI - 110 001

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

Dated : 30th August, 2003

( Amitav Ganguly )  
Addl. V. P. & Co. Secretary

Report Junction.com

**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, 7 & 8 are annexed herewith.
- c) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from 18th September, 2003 to 29th September, 2003 (both days inclusive).
- d) i) Dividend, if declared, will be payable to those shareholders whose names appear in the Register of Members/Beneficial Owners as may be provided by the Depository at the close of business hours on the 29th September, 2003.  
ii) No tax at source shall be deducted from Dividend amount payable to the Shareholders. Tax will be paid by the Company at the flat rate of 12.5% and surcharge there on @ 2.5% on the total amount of dividend payable
- e) The Company has appointed M/s. Intime Spectrum Registry Limited, A-31, Naraina Industrial Area, Phase-I, New Delhi-110028, as Share Transfer Agent (STA), both for electronic connectivity and Share Transfer work w.e.f. 30th January, 2003. Members can make correspondence with STA for Share Transfer requests, dividend and change of address related queries. To avoid misuse of Dividend Warrants, members are requested to send details of Bank/its address and Account number, for printing on Dividend Warrants. This should be sent to reach us before the Annual General Meeting.



- f) Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company/STA the ledger folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
- g) Shareholders are hereby informed that pursuant to section 205A (5) of the Companies Act, 1956 (The Act), the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid Dividend Account, to the credit of Investors Education and Protection Fund established by the Central Government under sub section (1) of Section 205C of the Act. No claim shall lie against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims.

In accordance with above provisions, unclaimed/unpaid Dividend for the year ended 31st March, 1995 has been transferred to Investors Education and Protection Fund. Dividend for the year ended 31st March, 1996, declared in the 29th Annual General Meeting of the Company held on 20th August, 1996, shall be transferred to the said Fund within 30 days of the 7th October, 2003 as per aforesaid provisions.

- h) Pursuant to Section 205 A of the Companies Act, 1956 all unclaimed/unpaid Dividends upto the Dividend for the period ended 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Any claim for payment of such unpaid/unclaimed Dividend should be made by an application in the prescribed form to the Registrar of Companies, NCT of Delhi & Haryana, New Delhi, at the address given below:

Paryavaran Bhawan, IInd Floor, CGO Complex, Lodhi Road, New Delhi - 110003.

- i) Those members who have not so far encashed their Dividend Warrants for the Accounting Years ended 31st March, 1996, or any subsequent years may immediately approach the Company for revalidation of unclaimed Dividend Warrants. Dividend for the year ended 31st March, 1996, shall be transferred to Investors Protection Fund, very shortly, as stated in note (g) above.
- j) (i) The Company is registered with the National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 for Dematerialisation of its Equity Shares and the Registration No. granted is ISIN INE-436A01018.
- (ii) The Company is also registered with the Central Depository Services (India) Ltd. (CDSL), at Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400001 for Dematerialisation of its Equity Shares and the Registration No. granted is ISIN INE-436A01018.
- k) As per the provisions of section 109A of the Companies Act, 1956, facility for making nominations is available to the shareholders, in respect of Equity shares, held by them. Requests for nomination facility should be made in the prescribed form (Form 2B) a copy of which can be obtained on request from the Registered Office of the Company.
- l) 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.

---

**MEMBERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AT THE MEETING.  
NO ADDITIONAL COPIES SHALL BE SUPPLIED AT THE VENUE.**

---


**EXPLANATORY STATEMENT AS REQUIRED U/S. 173(2) OF THE COMPANIES ACT, 1956**
**Item No. 6.**

Shri Lalit Bhasin was appointed as an Additional Director by the Board of Directors w.e.f. 30th October, 2002. In accordance with Section 260 of the Companies Act, 1956 (The Act) read with Article 105 of the Articles of Association of the Company, he holds the office upto the date of this Annual General Meeting. A Notice has been received from a member of the Company together with a deposit of Rs. 500/- as prescribed under Section 257 of the Act, signifying his intention to propose Shri Lalit Bhasin as a candidate for the office of Director of the Company.

Shri Lalit Bhasin is a reputed and renowned Supreme Court Advocate, General Secretary of Bar Association of India, Hony. Life Member of International Bar Association and Council Member of International Bar Association Council. He is President of Society of Indian Law Firm, (SILF) and Indian Society for Afro Asian Studies. He had started law practice in 1962 and is having over 40 years of experience in handling and guiding corporate affairs of several companies. He is an independent and non-executive Director, liable to retire by rotation.

Your Directors recommend to pass the proposed Resolution given in item No.6 as an Ordinary Resolution.

None of the Directors except Shri Lalit Bhasin is interested in the proposed Resolution.

**Item No. 7.**

Shri P. R. Khanna was appointed as an Additional Director by the Board of Directors w.e.f. 30th August, 2003. In accordance with Section 260 of the Companies Act, 1956 (The Act) read with Article 105 of the Articles of Association of the Company, he holds the office upto the date of this Annual General Meeting. A Notice has been received from a member of the Company together with a deposit of Rs. 500/- as prescribed under Section 257 of the Act, signifying his intention to propose Shri P. R. Khanna as a candidate for the office of Director of the Company.

Shri P. R. Khanna is an eminent Chartered Accountant having over 40 years of experience in practice. As a member of several Committees formed by the Central Government, Reserve Bank of India, Rating Agencies and other Government bodies his expert contributions have been in the areas of, among others, auditing, management consultancy, taxation, company law and corporate matters. He was the Central Council member of the Institute of Chartered Accountants of India. He was also a Trustee of the Unit Trust of India, and the Chairman of its Audit Committee. Presently, he is a Director on the Board of State Bank of India, Chairman of Audit Committee of its Central Board and that of Shareholders/Investors Grievance Committee. He is an independent and non-executive Director, liable to retire by rotation.

Your Directors recommend to pass the proposed Resolution given in item No.7 as an Ordinary Resolution.

None of the Directors except Shri P. R. Khanna is interested in the proposed Resolution.

**Item No. 8.**

It is proposed to get the Equity shares of the Company de-listed from The Stock Exchange, Ahmedabad, The Jaipur Stock Exchange Ltd., and The Uttar Pradesh Stock Exchange Association Ltd., Kanpur, as there is hardly any trading at these Stock Exchanges. Moreover, the proposal is also expected to have cost savings and reduced administrative efforts. The Equity shares of the Company will continue to be listed on Regional Stock Exchange i.e. Delhi Stock Exchange and on The Stock Exchange, Mumbai, which has nation wide net work of trading terminals. The proposed de-listing of Equity Shares shall be done in accordance with and in adherence to Securities and Exchange Board of India (De-listing of Securities) Guidelines, 2003, as may be amended from time to time.

Your Directors recommend to pass the proposed Resolution given in Item No.8 as a Special Resolution.

None of the Directors are interested in the proposed Resolution.

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 36<sup>th</sup> Annual Report together with the Annual Audited Accounts of the Company for the Financial year ended the 31st March, 2003.

**1. COMPANY'S PERFORMANCE****A. Financial Highlights**

Particulars	2002-2003	(Rs. in Crores)	
		2001-2002	
Sales & Other Income	<u>161.46</u>		<u>144.31</u>
Profit (Before Interest, Depreciation and Taxes)	<u>44.92</u>		<u>40.33</u>
Less: Interest	<u>29.67</u>	31.08	
Depreciation	<u>1.01</u>	<u>1.08</u>	<u>32.16</u>
Profit Before Tax	<u>14.24</u>		<u>8.17</u>
Less : Provision for taxation			
-Current Tax	<u>3.60</u>	2.30	
-Deferred Tax	<u>0.11</u>	(0.59)	
-Income Tax pertaining to earlier years	<u>0.16</u>	<u>0.62</u>	<u>2.33</u>
Profit After Tax	<u>10.37</u>		<u>5.84</u>
Add: Surplus Profit brought forward from previous year	<u>1.67</u>		<u>1.99</u>
<b>DISPOSABLE PROFIT</b>	<b>12.04</b>		<b>7.83</b>
<b>APPROPRIATIONS</b>			
- Proposed Dividend @10%	<u>1.16</u>	1.16	
- Tax on Dividend	<u>0.15</u>		
- Transfer to General Reserve	<u>5.00</u>	<u>5.00</u>	<u>6.16</u>
<b>Surplus carried to Balance Sheet</b>	<b>5.73</b>		<b>1.67</b>

**B. Operations**

With signs of economic recovery the downward slide in the real estate sector also seems to have been arrested. Two major contributors to the revival of real estate activity have been the large scale expansion of retail business and easy availability of finance at attractive terms to the property buyers. The impact of this being felt, as a result of which the operations of the Company are expected to improve in future. Sales and other Income for the year stood at Rs.16146 lacs, as against Rs.14431 lacs in the previous year. Profit after tax was Rs.1037 lacs as against Rs.584 lacs in the previous year.

**2. DIVIDEND**

Your Directors are pleased to recommend, for your approval, payment of Dividend at the rate of 10% for the year ended on the 31<sup>st</sup> March, 2003 (Previous Year 10%), which, if approved by the shareholders in the ensuing Annual General Meeting will absorb Rs.1.31 crores including payment of tax and surcharge thereon.

**3. PROSPECTS AND OUTLOOK**

The demand for real estate continues to be driven by the end-user market and the need for quality retail space. The continuing reduction in Bank lending rates for purchase of real estate along with innovative and tailor-made re-payment terms, return on rented properties is yielding better than bank returns, and available tax rebates are all major contributory factors for the anticipated cyclic revival of real estate.

In keeping with the current market trends, the Company has made substantial inroads into the retail mall developments by leveraging the strong brand image of Ansal Plaza. This is borne out by successful sales achieved in projects viz. Ansal Plaza, Faridabad (already functional) and Ansal Plaza, Greater Noida (under development).

As the Ansal Plaza, Greater Noida has already been launched and booking commenced, sustained cash flow over the next two to three years is expected. Other major projects under development are Sushant Estate, with Five Towers at Sushant Lok, Valley View Estate with Four Towers at Gawal Pahari, Gurgaon, and Celebrity Suites with One Circular Tower and Palam Triangle at Palam Vihar.



#### 4. SUBSIDIARY COMPANIES

The Audited Balance Sheets as at the 31st March, 2003 and Profit and Loss Accounts for the year ending as on the 31st March, 2003 together with the Reports of Directors' and Auditors' thereon of M/s. Star Estates Management Ltd. and Delhi Towers Ltd., wholly owned subsidiaries are not attached as exempted by the Central Government vide their letter dated the 27th August, 2003, U/s. 212(8) of the Companies Act, 1956. The exemption was granted on the basis of circulating the Audited Consolidated Accounts of the Company and its two subsidiary companies alongwith individual Audited Accounts of the Company. The accounts of subsidiary companies and other detailed information can be inspected by/made available to the shareholders seeking such information at any time during the working hours of the Company.

15 associate companies were amalgamated with Delhi Towers Ltd. vide order of Hon'ble High Court of Delhi, passed on the 26th March, 2003. The appointed date of such amalgamation was the 15th November, 2002 and effective date was the 28th March, 2003. Amalgamation was sought from Hon'ble High Court of Delhi, as operations of these companies were synergic to Delhi Towers Ltd.

Statement pursuant to Section 212 of the Companies Act, 1956, relating to the subsidiary companies is enclosed and marked as **Annexure-A**.

#### 5. STATUTORY STATEMENTS

##### A) Conservation of energy and technology absorption

As regards disclosure under Section 217(1)(e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the particulars relating to Conservation of Energy and technology absorption are not applicable to the Company.

##### B) Foreign Exchange Earnings and outgo

Disclosure of Foreign Exchange earnings and outgo as required under Section 217(1)(e) read with Rule 2(c) of the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 is as following :

	For the Year ended on 31.03.2003 (Rupees)	For the Year ended on 31.03.2002 (Rupees)
(i) Expenditure in Foreign Currency		
1. Travelling expenses	6,14,669	32,26,798
2. Others	18,679	5,77,228
(ii) <u>Earnings in Foreign Currency</u>		
Sale of Flats/Plots/Farms etc.	1,17,50,188	3,49,49,521

In view of insufficient information from the suppliers regarding their status as SSI Units, amount overdue to small scale industrial undertakings as on the 31<sup>st</sup> March, 2003 could not be ascertained and, accordingly, the same could not be disclosed in the Financial statement.

##### C) Employee's Particulars

Statement showing particulars of employees pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1999 as amended by Amendment Rules, 2002 is given in **Annexure-B** and forms part of the Report.

#### 6. CORPORATE GOVERNANCE

- Pursuant to clause 49 of the Listing Agreement, a report on Corporate Governance and a certificate from the Auditors of the company is given in the **Annexure-C** which forms part of this Report.
- Managements' Discussion and Analysis Report given separately, forms part of the Annual Report.

#### 7. FIXED DEPOSITS

Fixed Deposits as on the 31st March, 2003 stood at Rs.1298.96 lacs as against Rs.1069.07 lacs in the previous year. There were unclaimed deposits of Rs.12.04 lacs as on the 31.3.2003 which were due for payment, out of which Rs.5.24 lacs were got renewed or repaid during the current year. However, an amount of Rs.6.80 lacs still remains unclaimed so far.

#### 8. DIRECTORS

Shri Lalit Bhasin, was appointed as Additional Director on the Board of the Company w.e.f. the 30.10.2002 whose term of office is upto the date of this Annual General Meeting. The Board at its meeting held on the 30th August, 2003 has appointed Shri P. R. Khanna as an Additional Director w.e.f. the said date to broad base the Board. The matter of appointing them, as regular directors liable to retire by rotation appears as Agenda items in the notice of the 36th Annual General Meeting, which has been approved by the Board.

In accordance with the provisions of the Companies Act, 1956, Shri D. N. Davar and Shri Rahul C. Kirloskar, Directors of the Company are liable to retire by rotation and being eligible offers themselves for re-appointment.

Shri G. R. Gogia, who was appointed as Whole Time Director w.e.f. 01.08.2000 had resigned from the Whole


**ANSAL PROPERTIES  
& INDUSTRIES LTD.**

Time Directorship/Directorship w.e.f. the close of the working day of 31.3.2003. Shri S. C. Dikshit, Nominee Director of the Unit Trust of India (UTI), had resigned w.e.f. the 27.1.2003 since the Company had repaid all the borrowing(s) taken from UTI. The Board places on record its gratitude and appreciation for the invaluable contributions made by Shri G.R. Gogia, and Shri S.C. Dikshit during their tenure on the Board of the Company.

#### 9. AUDITORS' REPORT AND AUDITORS

The observations in the Auditors' Report make specific reference to the relevant notes in Schedule No.17 which are self explanatory. According to the available information and advice, provisions already made in respect of disputed tax demand and Russian Project have been considered reasonable. No provision has been made for unrealised interest on loans to associate companies in view of the market value of assets owned by these companies and long term interest of the Company in these companies. Matters regarding Iraqi Bonds to be issued by the Government of India, bank balance lying in Iraq, adjustments regarding advance against share purchase of Adharshila Towers Pvt. Ltd. and amount due from Ansal Buildwell Ltd. are being followed up and necessary adjustments will be made as and when the final position is known.

In respect of reference drawn by Auditors in Auditors Report relating to investment in Joint Venture and reversal of sale, in respect of such joint venture project the explanation given in the relevant notes to the Balance Sheet are self-explanatory.

M/s. Khanna & Annadhanam, Chartered Accountants, New Delhi, who retire at the conclusion of this Annual General Meeting, are eligible for re-appointment. They have given certificate to the effect that the appointment, if made, would be within the limit prescribed under Section 224 of the Companies Act, 1956. Your Directors recommend their re-appointment for the ensuing year.

#### 10. LISTING INFORMATION

The Equity Shares of the Company are listed at Delhi, Mumbai, Ahmedabad, Uttar Pradesh and Jaipur Stock Exchanges.

The Board vide its Resolution dated the 30th June, 2003, keeping in view, the infrequent trading of shares, cost savings and reduced administrative efforts, has decided to get the Equity Shares of the Company de-listed from The U. P. Stock Exchange Asso. Ltd., The Jaipur Stock Exchange Ltd. and The Stock Exchange, Ahmedabad, in accordance with and in pursuance of Securities & Exchange Board of India (De-Listing of Securities) Guidelines, 2003. The approval for the same is also being sought from the Shareholders of the Company, by way of passing a Special Resolution in the ensuing Annual General Meeting.

The Company has paid listing fees to all the Stock Exchanges for the financial year 2003-2004.

#### 11. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956.

The Board of Directors hereby confirms:

- That in the preparation of the annual accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same.
- That the Directors selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- That the Directors took proper and sufficient care to maintain adequate accounting records in accordance with the provisions of this Act to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.
- That the Directors prepared the annual accounts on a going concern basis.

#### 12. ACKNOWLEDGMENT

Your Directors wish to place on record their thanks and gratitude to:

- the Central and State Governments as well as their respective Departments and Development Authorities in India and abroad connected with the business of the Company for their co-operation and continued support.
- all Bankers and Housing Finance Companies as well as Institutions for the financial facilities and support extended, and
- the members, depositors, suppliers and contractors for the trust and confidence reposed as well as to the customers for their valued patronage.

Your Directors also takes this opportunity to express their sincere appreciation of the efforts put in by the officers and employees at all levels in achieving the corporate objectives.

Regd. Office :-  
115, Ansal Bhawan  
16, Kasturba Gandhi Marg,  
NEW DELHI - 110 001

for and on behalf of the Board

**SUSHIL ANSAL**

*Chairman*

Dated : 30th August, 2003


**ANNEXURE TO DIRECTORS' REPORT**
**ANNEXURE-A**
**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO  
SUBSIDIARY COMPANIES**

1. Name of the Subsidiary Company	<b>STAR ESTATES MANAGEMENT LIMITED</b>	<b>DELHI TOWERS LIMITED</b>
2. No. of Shares held by the Company in the Subsidiary Company as on the 31.03.2003	5000 Equity Shares of Rs.100/- each fully paid up.	5000 Equity Shares of Rs.100/- each fully paid up.
3. Percentage of holding in the Subsidiary Company	100%	100%
4. Financial Year ended	31st March, 2003	31st March, 2003.
5. Profit/(Losses) of the subsidiary Company for its financial year so far as it concerns the members of Ansal Properties & Industries Ltd. which have not been dealt with in the accounts of Ansal Properties & Industries Ltd. for the year ended the 31st March, 2003.		
<b>For the year</b>	<b>Rs. 15,54,607/-</b>	<b>Rs. 11,55,695/-</b>
For previous year	Rs. (5,50,084/-)	Rs. (7,61,707/-)
6. The net aggregate of Profits/ (Losses) of the subsidiary Company which have been dealt with in the account of Ansal Properties & Industries Ltd., for the year ended the 31st March, 2003.		
For the year	NIL	NIL
For previous year	NIL	NIL

Place : New Delhi

Date : 30th August, 2003.