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COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Sushil Ansal	<i>Chairman & Whole Time Director</i>
Shri Pranav Ansal	<i>Vice Chairman & Managing Director</i>
Shri Anil Kumar	<i>Dy. Managing Director & Chief Executive Officer</i>
Shri D.N. Davar	Director
Dr. R. C. Vaish	Director
ACM O. P. Mehra (Retd.)	Director
Shri Rahul C. Kirloskar	Director
Shri Lalit Bhasin	Director
Shri P. R. Khanna	Director

AUDIT COMMITTEE MEMBERS

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

SR. VICE PRESIDENT (CORP. AFFAIRS) & COMPANY SECRETARY

Shri Amitav Ganguly

CHIEF FINANCIAL OFFICER

Shri Mahesh C Maheshwari

STATUTORY AUDITORS

M/s Khanna & Annadhanam
Chartered Accountants
New Delhi

FINANCIAL INSTITUTIONS

Housing Development Finance Corporation Limited
Infrastructure Leasing & Financial Services Limited

BANKERS

Punjab National Bank
UCO Bank
The Jammu & Kashmir Bank Ltd.
Oriental Bank of Commerce
Syndicate Bank
Yes Bank Ltd.
HDFC Bank Ltd.
IDBI Bank Ltd.
Central Bank of India

REGISTERED OFFICE

115, Ansal Bhawan
16, Kasturba Gandhi Marg
New Delhi-110001

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of the members of the Company will be held on Tuesday, the 30th day of September, 2008 at 11.00 A.M. at Sri Sathya Sai International Centre & School, 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, 2008 and the Profit & Loss Account together with the Consolidated Financial Statement of Accounts 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 Dr. Ramesh C. Vaish who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of ACM O.P. Mehra (Retd.) 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.

Regd. Office:

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

By Order of the Board
for **Ansal Properties & Infrastructure Ltd.**

(Amitav Ganguly)

Dated: 30th August, 2008

Sr. Vice President (Corp. Affairs) & 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 schedule time for commencement of Annual General Meeting.
- b) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 23rd September, 2008 to Tuesday, 30th September, 2008 (both days inclusive).
- c)
 - i) Dividend, if declared, will be payable to those members whose names appear in the Register of Members/Beneficial Owners as will be provided by the Depository (i.e. National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)) at the close of business hours on the 30th September, 2008, for this purpose.
 - ii) No tax at source shall be deducted from the Dividend amount payable to the members. Tax will be paid by the Company at the flat rate of 15% and surcharge there on @ 10% of tax and cess @ 3% of tax and surcharge (aggregating to 16.995%).
- d) Members are already aware that M/s. Intime Spectrum Registry Limited, A-40, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi-110028, is the Share Transfer Agent (STA) of the Company, 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/ cheques, members are requested to send details of Bank / its address and Account number, for printing on Dividend Warrants/cheques. This should be sent to reach the Registered Office of the Company before the Annual General Meeting.

- e) Members having multiple accounts in identical names or joint accounts in the 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.
- f) Members 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 and transferred to the Fund, as aforesaid.

In accordance with above provisions, unclaimed / unpaid Dividend amount for the years ended 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 1998, 31st March, 1999 & 31st March, 2000 have been transferred to Investor Education and Protection Fund. Dividend for the year ended 31st March, 2001, declared in the 34th Annual General Meeting of the Company held on the 28th September, 2001, shall be transferred to the said Fund within 30 days of 3rd November, 2008 as per aforesaid provisions.

- g) Pursuant to Section 205A of the Companies Act, 1956 all unclaimed dividends up to 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 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: 4th Floor, IFCI Tower, Nehru Place, New Delhi - 110019.**
- h) Those Members who have not so far encashed their Dividend Warrants/cheques for the Accounting Year ended 31st March, 2001, or any subsequent years may immediately approach the Company / STA for revalidation of Unclaimed Dividend Warrants/Cheques or for fresh Warrants/ Cheques. Dividend for the year ended 31st March, 2001, shall be transferred to Investor Education and Protection Fund, very shortly, as stated in note (f) above.
- i) The Company is registered with the following depositories for dematerialization of its Equity Shares:-
 - i) National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai- 400001

The Registration no. granted by NSDL & CDSL is ISIN INE-436A01026.

- j) As per the provisions of Section 109A of the Companies Act, 1956, facility for making nominations is available to the Members, 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.
- k) Members desiring any information/clarification on the Annual Accounts are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
- l) The relevant information of Directors, by way of brief resume, seeking reappointment under items nos. 3 and 4 of the notice as required under Clause – 49 of the Listing Agreement entered with the Stock Exchanges is given herein below:

Name of the Director/s	Dr. Ramesh C Vaish	ACM O.P. Mehra (Retd.)
Date of Birth	19.06.1941	19.01.1919
First date of Appointment	11.02.1992	23.03.2000
Expertise in specific functional areas	An eminent practicing Chartered Accountant having over 40 years of rich and varied experience with specialization in international taxation and finance, tax planning and off-shore investment. Dr. Vaish has an outstanding academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi.	Ex-Chief of Air Staff and Ex-Governor of States of Maharashtra and Rajasthan. He has immense and varied experience in administration, planning and management of the affairs of several organizations/institutions. After retiring as Chief of Air Force & Governor of States of Maharashtra and Rajasthan, he is at present associated with eminent Corporate Groups.
Qualification/s	M.A. (Accounting) M.Com, LL.B, Ph.D (Eco), FCA	M.A. (History)
Name of other Companies in which Directorship held (as per latest disclosure)	1. Express News Papers Limited 2. Mayar India Limited 3. Jaiprakash Hydropower Limited 4. Omax Autos Limited 5. OCL India Limited 6. Bharat Consultants Private Limited	1. Ropssa Properties & Enterprises Private Limited 2. C J International Hotels Limited 3. Polyplex Corporation Limited 4. Mayar India Limited
Shareholding in the Company	Nil	Nil

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

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 41st Annual Report along with the Audited Statements of Accounts of your Company for the Financial Year ended the 31st March, 2008.

1. COMPANY PERFORMANCE

A. Financial Highlights

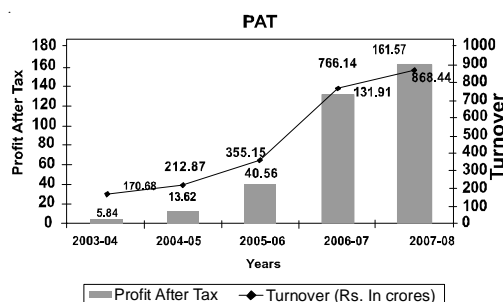
(Rupees in lacs)

Particulars	For the year ended 31.03.2008		For the year ended 31.03.2007	
Sales & Other Income		86884		76614
Profit (Before Interest, Depreciation Exceptional Items and Taxes)		25448		22018
Less : Interest	2001		1943	
Depreciation	780	2781	311	2254
Profit Before		22667		19764
Less : Provision for taxation		6510		6573
Profit After Tax		16157		13191
Add : Surplus Profit brought forward from previous year		6887		2345
Disposable Profit :-		23044		15536
APPROPRIATIONS				
- Interim Dividend including Dividend Tax		-		485
- Proposed Dividend including Dividend Tax		1660		664
- Transfer to General Reserve		10000		7500
- Debenture redemption reserve		2500		-
Surplus carried to Balance Sheet		8884		6887

B. Operations

Net Profit for the year 2007-08 stood at Rs 16,157 Lacs as against Rs.13,191 Lacs in the year 2006-07, thus showing an increase of 22%. Further the total turnover for the year ended March 31, 2008 also saw a rise to Rs 86,844 Lacs, compared to Rs 76,614 Lacs for 2006-07, posting a growth of 13%.

The table given below illustrates the growth of the Company during the last five years



2. REDEMPTION OF DEBENTURES ALLOTTED ON 28.11.2006

The Company on 28.11.2006, had allotted 8,19,659 nos. of Secured Redeemable Optionally Convertible Debenture (ROCD), on preferential basis, having a tenure of 18 months, to HDFC Venture Trustee Company Limited at a price of Rs. 610.01 per ROCD calculated in terms of Chapter XIII of SEBI {DIP} Guidelines, 2000 aggregating to Rs. 50 crores in terms of the approval granted by the members vide Special Resolution dated 18.11.2006. The same stood redeemed on 27.05.2008.

3. ISSUE AND ALLOTMENT OF ROCDs ON PREFERENTIAL ALLOTMENT BASIS

In terms of the approval of the members given u/s 81 (1A) of the Companies Act, 1956, through Postal Ballot, result of which was declared on August 26, 2008, 20,73,770 (Twenty Lacs Seventy Three Thousand Seven Hundred Seventy) nos. of Secured Redeemable Optionally Convertible Debentures ("ROCDs") of Rs 100/- each of the Company bearing interest of 16.5% p.a., redeemable at redemption premium of 10% or 6.67% p.a., were issued and allotted, on preferential basis, on August 26, 2008 to M/s HDFC Venture Trustee Company Limited at a price of Rs. 305/- per ROCD aggregating to Rs. 63.25 crores.

The price computed in terms of Chapter XIII of SEBI {DIP} Guidelines 2000 is approximately Rs. 151/- per Equity Share. The price has been calculated, as quoted on the National Stock Exchange, in which highest trading volume of the shares of the Company has been recorded during the preceding six months prior to the relevant date of the 26th July 2008. The price of the ROCDs fixed at Rs. 305/- per ROCD is higher than the price of Equity Shares so determined under the said Guidelines and it is permitted therein.

National Stock Exchange of India Limited ("NSE") and The Bombay Stock Exchange Ltd. ("BSE") having nationwide trading terminals have granted the requisite "in-principle" approval under Clause 24(a) of the Listing Agreement.

4. ANSAL API EMPLOYEES / DIRECTORS STOCK OPTION SCHEME

Ansal Api Employee Stock Option Scheme 2006 {Scheme} was approved by the Board of Directors and the Remuneration/ Compensation Committee at their respective meetings held on the 20th October, 2006 & 26th October, 2006, respectively, in terms of the approval granted by the members of the Company by way of passing Special Resolutions in their Extra Ordinary General Meeting, held on 2nd May, 2006. SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 was complied in this regard.

In terms of the referred Scheme, 1,16,700 Options were granted on 26th October, 2006. However, subsequently, due to steep fall in the price of shares of the Company, the said Options have become unattractive to the Option Holders. Vide Special Resolution passed through Postal Ballot on 26th August, 2008, the members have, inter alia, approved the termination / closure of the Scheme. The detailed information on the Scheme, more particularly the present status, appears in the Corporate Governance Report forming the part of Directors' Report.

Details of the Options granted upto March 31, 2008 and other disclosure as required under Clause 12 of the referred guidelines are also enclosed as **Annexure A**. Moreover, the complete scheme is available on the website of your Company viz. www.ansalapi.com

5. DIVIDEND

Your Directors are pleased to recommend, for approval of the members at the ensuing 41st Annual General Meeting, payment of Dividend at the rate of 25% on the paid up equity share capital of Rs. 56,75,05,500/- for the year ended the 31st March, 2008, which if approved, will absorb Rs. 1659.88 lacs including Dividend Tax.

6. BUSINESS

Your Company is one of the front runner real estate development companies in India. The business of real estate comprises development of residential and commercial estates on its own as well as through joint ventures and collaborations. As a major developer, the Company has successfully developed the entire range of real estate from plots, single homes, multi family homes, group housing, residential colonies, commercial properties to farm land and resorts. The Management's Discussion and Analysis Report forming part of the Directors' Report gives a detailed overview about the nature of business, state of affairs and performance of the Company. This MD&A Report also covers the general economic scenario of the Country, and beyond, which has and shall have impact on the nature of Company's business and generally in the classes of business in which the Company has interest. The Company has ambitious growth plans to be achieved both by expansion of existing real estate activities as well as through diversifying into new fields. It is expected that with these endeavors your Company shall grow further its competitive benefits and continue to build upon its well acknowledged brand image.

Power Project / Joint Venture with NTPC

In terms of the approval granted by the members on 10th July, 2007 through Postal Ballot, your Company has commissioned a 12MW Wind Power Project in Gujarat in the month of September, 2007.

Your Company has now entered into a Heads of Agreement (normally known as Memorandum of Understanding) on 30th July, 2008 with NTPC Electric Supply Company Limited, a wholly owned subsidiary of NTPC Limited, for harnessing business opportunities in retail distribution and generation through mini gas engines / turbines on captive mode in green field projects through formation of a proposed Joint Venture Company.

Education/ Schools

Your Company has signed a Collaboration Agreement with Edu Infrastructure Pvt. Ltd., a Subsidiary of Educomp Solutions Ltd, India's largest Education Company (Educomp) and Knowledge Tree Infrastructure Ltd (KTIL), a Subsidiary of the Company, for the purpose of operating and managing various schools / other educational institutions developed and/or to be developed at the various sites/projects of the Company. In furtherance to this, construction work for setting up first Millennium School, located within the Ansals Sushant City at Panipat has been initiated. This School, will be a part of a countrywide chain of schools leveraging the Millennium Learning System, India's first fully-integrated learning delivery system for Schools developed by Educomp.

IT / ITES SEZs/Parks

Your Company is one of the first developers in India to obtain notification for setting up of IT/ITES SEZs in the country. The Company, with requisite approval, is setting up directly and / or through joint ventures, IT/ITES SEZs in Greater Noida, Gurgaon and Mumbai. The particulars of IT SEZs/ Parks to be developed by the Company are as follows:-

IT /ITES SEZs

- 'The Campus', Greater Noida (notified) spread over 75 acres
- Notified IT SEZ, 'The Campus', Sohna Road Gurgaon, Haryana spread over approx. 27 acres (Phase I). To be increased in phases to approx. 106 acres
- 'The Campus', Lucknow spread over approx. 32 acres (*under approval*)
- 'The Campus', Khapoli, Mumbai spread over approx. 28.73 acres (*formally approved*)

IT Parks

- 'Net City', Lucknow, spread over approx. 18 acres
- 'Net City', Noida IT Park spread over approx. 10 acres

Construction for some of the projects has already commenced and they are expected to be completed in the next five to seven years.

Hi-Tech City - "Megapolis"

The Housing & Urban Planning Department, Government of Uttar Pradesh, keeping in view the mandates of the National and State Housing Policies, announced a Hi-Tech Township Policy to promote and facilitate private sector participation in the development of Hi-Tech Townships with World class infrastructure. The High Powered Committee constituted by the Government of Uttar Pradesh has selected the Consortium viz "Uttam Steels & Associates", wherein your Company is having majority stake, for the development of the Hi-Tech Townships in Dadri, Gautam Budh Nagar, Uttar Pradesh under Hi-Tech Township Policy-2003 of U.P. Govt.

The said Hi-Tech Township namely "Megapolis" will be developed by Ansal Hi-Tech Townships Limited (Ansal Hi-Tech) a Subsidiary of the Company, which is also a Special Purpose Vehicle Company formed under the said Consortium.

With a view to execute the said Township Project various arrangements have been entered amongst, Consortium Members and HDFC Asset Management Company Limited- Portfolio Management Services – Real Estate Portfolio I (in short HDFC-AMC), pursuant to which HDFC-AMC has invested Rs. 225 crores in Ansal Hi-Tech (i.e. Rs. 75 crores in the Equity Capital and Rs. 150 crores in the Debentures of Ansal Hi-Tech). As per one of the requirements, in this regard, the Company has provided Corporate/Performance Guarantee of Rs. 750 crores in favor of HDFC-AMC on behalf of Ansal Hi-Tech and / or others, among others, to ensure the execution / implementation of construction and development of Hi-Tech Township at Dadri by Ansal Hi-Tech. The requisite confirmation of the members has been obtained through Postal Ballot result of which were announced on 26.08.2008.

7. CORPORATE SOCIAL RESPONSIBILITY

At the outset your Company acknowledges the right to housing for everyone and offers full support to Governments' Schemes for economically weaker sections. The importance of Corporate Social Responsibility arises when the Company embarks on the responsibility to contribute to the society where it exists. Therefore the essential responsibility is to take due care for the community. Your Company endeavours to make a positive contribution to the underprivileged communities by supporting socio-economic initiatives. In addition, environmental issues have always been given due significance. All the projects of your Company are aimed at environmental protection, up gradation, conservation, water harvesting etc. and plantation of trees etc., which are important steps in this direction. It is the strong faith of your Company that benefit comes as much from its strong organizational pledge to Corporate Governance, as from its pursuit and fulfillment of Corporate Social Responsibility.

8. **SUBSIDIARY COMPANIES**

During the year under review, the Company has invested in the Equity Shares of Ansal API Power Limited, Star Facilities Management Limited and Knowledge Tree Infrastructure Limited, consequent upon which the said companies have become the Wholly Owned Subsidiaries (WOS) of the Company.

The Company has applied for exemption from attaching the Annual Accounts of the fourteen (14) Subsidiaries as on March 31, 2008, with Audited Annual Accounts of the Company pursuant to the provisions of Section 212(8) of the Companies Act, 1956.

In terms of the approval granted by the Ministry of Corporate Affairs (MCA), Government of India, vide its letters No. 47/492/2008-CL-III dated July 22, 2008 the provisions of section 212 (1) shall not apply in respect of all the fourteen (14) Subsidiaries of the Company, as on March 31, 2008, as mentioned below. The said exemption has been granted on the condition of preparing and circulating the Audited Consolidated Accounts of your Company and its Subsidiary Companies along with the standalone Audited Accounts of the Company. In compliance with the said conditions, the Audited Balance Sheets as at the March 31, 2008 and Profit and Loss Accounts for the year ending as on that date together with the Reports of Directors' and Auditors' thereon of the said Subsidiaries have not been attached with the Balance Sheet of the Company for the financial year ended March 31, 2008

Sl. No.	Name of the Co.	Status
1.	Delhi Towers Ltd. (DTL)	Wholly Owned Subsidiary (WOS)
2.	Star Estates Management Ltd.	Wholly Owned Subsidiary
3.	Ansal IT City & Parks Ltd.	Subsidiary
4.	Ansal Condominium Ltd.*	Chain Subsidiary, as 100% share capital is held by DTL which is WOS of APIL
5.	Ansal SEZ Projects Ltd. (Ansal SEZ)	Wholly Owned Subsidiary
6.	Ansal Townships Infrastructure Ltd.	Wholly Owned Subsidiary
7.	Ansal API Power Limited	Wholly Owned Subsidiary
8.	Star Facilities Management Ltd.	Wholly Owned Subsidiary
9.	Haridham Colonizers Ltd. **	Chain Subsidiary, as 100% share capital is held by Ansal SEZ which is WOS of the Company
10.	Knowledge Tree Infrastructure Limited	Wholly Owned Subsidiary
11.	Sukhdham Colonisers Ltd.	Chain Subsidiary, as 100% share capital is held, (as on 31.03.2008) by DTL which is WOS of the Company.
12.	Dreams Infracon Ltd.	
13.	Effulgent Realtors Ltd.	
14.	Mangal Murthi Realtors Ltd.	

However, the Annual Accounts of the aforesaid Subsidiary Companies and related detailed information can be inspected by / shall be made available to the members of the Company and its subsidiaries, seeking such accounts/ information, at any time, during the working hours at the Registered office of the Company and at the offices of the respective Subsidiaries.

As per another condition for grant of exemption, information relating to the capital, reserves, assets, liabilities and turnover etc. of the Subsidiary Companies is given at the end of the Consolidated Balance Sheet of the Company.