



ANNUAL REPORT
2011-12



ACTUAL PICTURE OF ESENCIA GATE

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Arrive through a spectacular 108 mt. entrance - perhaps the largest in NCR - only to find yourself suddenly ensconced by the beauty of the many flower theme parks. Esencia is a development around open spaces. Every 300 metres you find a pause point, an open space. Every resident, old or young will find a space to be surrounded by nature at a stone's throw from their house. The character, colour and the splendour of ESENCIA transcends across everything in their respective zone.

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GREETING YOU AS YOU DRIVE BACK INTO YOUR SERENE ABODE EVERY TIME.



FLORA PARK



O₂ PARK



O₃ PARK



H₂O PARK



TRANQUIL GROVE



ECO GROVE



HYDE PARK



TOT LOT PARK



KINGS PARK



QUEENS PARK

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A university evolved out of the professional values of leading institutes in architecture and design, technology and management, with over 4000 alumni, spanning across several decades.

A university that cultivates talent and enterprise through contemporary liberal curricula, emphasizes lateral thinking and incubates ideas that work.

A university located on a sprawling campus in the heart of Gurgaon, the world's largest urban agglomeration.

Transcend conventional learning through trans-disciplinary education



(Established under the Haryana Private Universities Act, 2006)

Sushant School
of Art & Architecture

Sushant School
of Design

School of
Engineering & Technology

School of
Management Studies

School of
International Studies

School of
Computer Applications

School of
Applied Sciences

School of
Humanities & Languages

CHAIRMAN'S MESSAGE

“The dream that was shared between our visionary co-founder Late Lala Chiranjiv Lal Ansal and myself has seen us through four glorious decades of uplifting the quality of lives. This in turn, has put us in an enviable position of being the catalysts of change in the region. What started as a family business in 1967, has now become a professionally managed organization with interests in diverse aspects of real estate. The key role that we have been playing is that of changing the behavior patterns of people by introducing them to a certain lifestyle. Now we are geared to further this transition by donning an all new identity built on the same solid foundation of excellence, teamwork and commitment. I would like to sum up thoughts by saying, "We had dreamt of enriching the lives of our brethren by creating world class real estate solutions and redefining lifestyle standards". Quite aptly, we are headed towards this direction”

Sushil Ansal

COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Sushil Ansal	Chairman & Whole Time Director
Shri Pranav Ansal	Vice Chairman & Managing Director
Shri Anil Kumar	Joint Managing Director & Chief Executive Officer
Shri Vijay Jindal	Joint Managing Director
Shri D. N. Davar	Director
Dr. R. C. Vaish	Director
Dr. Prem Singh Rana	Director
Shri Lalit Bhasin	Director
Shri P. R. Khanna	Director

AUDIT COMMITTEE MEMBERS

Shri D. N. Davar	Chairman
Dr. R. C. Vaish	Vice Chairman
Shri P. R. Khanna	Member
Dr. Prem Singh Rana	Member

PRESIDENT (CORPORATE AFFAIRS) & GROUP COMPANY SECRETARY

Shri Amitav Ganguly

PRESIDENT (FIN. & A/C.) & CFO

Shri Lalit Rustagi

STATUTORY AUDITORS

M/s. S. S. Kothari Mehta & Co.
Chartered Accountants
New Delhi

FINANCIAL INSTITUTIONS

Housing Development Finance Corporation Limited
IFCI Limited
Life Insurance Corporation of India
LIC Housing Finance

BANKERS

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

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
A-40, 2nd Floor, Naraina Industrial Area, Phase-II,
Near Batra Banquet Hall,
New Delhi-110028
Tel. No. 41410592-94

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 26th September, 2012 at 11.00 A.M at FICCI Auditorium, Tansen Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2012 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 appoint a Director in place of Shri D.N. Davar, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Vijay Jindal, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

5. To approve the re-appointment and remuneration of Shri Vijay Jindal as Joint Managing Director w.e.f the 12th August, 2012.

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

"RESOLVED as an Ordinary Resolution that, pursuant to the provisions of Sections 198, 255, 269, 309 read with Schedule-XIII of the Companies Act, 1956 (including any amendment to or re-enactment thereof) (hereinafter referred to as "the Act"), and other applicable provisions, if any, of the Act and provisions of the Articles of Association of the Company, as amended from time to time, re-appointment and remuneration of Shri Vijay Jindal as Joint Managing Director, liable to retire by rotation, for a period of five years commencing from the 12th August, 2012 to the 11th August, 2017 on the following salary, perquisites and commission {in short, referred as "the remuneration"} and other terms & conditions, as decided by the Nomination Committee, the Compensation/ Remuneration Committee and Board of Directors at their respective meetings held on the 09th August, 2012, be and are hereby approved:

Remuneration to be paid to Shri Vijay Jindal with effect from the 12th August, 2012, the date of re-appointment.

I Salary

Salary of Rs. 8,32,500/- (Rupees Eight Lacs Thirty Two Thousand Five Hundred only) per month in the grade of Rs. (8,32,500- 20,000- 13,32,500)

II Commission on Net Profit

Up to 1% of the Net Profit of the Company for each Financial year computed in accordance with the provisions of Sections 349 & 350 of the Companies Act, 1956 calculated effective from the date of his re-appointment, on the standalone audited results of the Company, subject to the maximum of Rs. 1.50 crore (Rupees one crore fifty lacs only) per financial year.

III Perquisites

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

PART "A"

- a) **Housing:-** House Rent allowance @ Rs. 89,000 (Rupees Eighty nine thousand only) per month or rent free accommodation with rent not exceeding Rs. 89,000/- p.m.
- b) **Leave Travel Assistance:-** Payable as per the rules of the Company
- c) **Medical Reimbursement:-** Payable as per the rules of the Company
- d) **Club Fee:** Fees of clubs, subject to a maximum of two clubs.

PART "B"

- a) **Provident Fund:-** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being taxable under the Income Tax Act 1961, which at present is 12% of the basic salary.
- b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

RESOLVED FURTHER THAT Shri Vijay Jindal be permitted use of Company's car with driver for official purposes as per the Car Policy of the Company, as may be amended from time to time.

RESOLVED FURTHER THAT Shri Vijay Jindal shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Shri Vijay Jindal shall be regulated in accordance with applicable parts/sections of the Schedule XIII and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT during the period Shri Vijay Jindal remains as Joint Managing Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary and/or modify the remuneration of Shri Vijay Jindal, in accordance with his salary grade, and other terms and conditions, from time to time, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Compensation/ Remuneration Committee, provided that the remuneration does not exceed the ceiling/s laid down under the Schedule XIII and/or other applicable provisions of the Act, as existing from time to time."

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

By and on behalf of the Board of Directors
for **Ansal Properties & Infrastructure Ltd.**

(Amitav Ganguly)
**President (Corp. Affairs) &
Group Company Secretary**

Date: 09th August, 2012

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 scheduled time for commencement of Annual General Meeting.
- b) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company (Annual Book closure) shall remain closed from Thursday, 20th day of September, 2012 to Wednesday, the 26th day of September, 2012 (both days inclusive).
- c) Members are already aware that M/s. Link Intime India Pvt. Ltd. (formerly Intime Spectrum Registry Limited) A-40, 2nd floor, 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. the 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 at the Registered Office of the Company before the Annual General Meeting.
- d) 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.
- e) 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 dividend amount for the years ended the 31st March, 1995, 31st March, 1996, 31st March, 1997, 31st March, 1998, 31st March, 1999, 31st March, 2000, 31st March, 2001, 31st March, 2002, 31st March, 2003, 31st March, 2004 and 31st March, 2005 {Interim} have been transferred to Investor Education and Protection Fund, the unclaimed dividend that are due for transfer to the Investor Education and Protection Fund are as follows:-

S. No	Date of Declaration of Dividend	For the year ended on	Due for transfer on
1	26.09.2005 (Final)	31.03.2005	31.10.2012
2	28.09.2006	31.03.2006	02.11.2013
3	13.03.2007 (Interim)	31.03.2007	18.04.2014
4	22.09.2007 (Final)	31.03.2007	27.10.2014
5	30.09.2008	31.03.2008	04.11.2015
6	29.09.2009	31.03.2009	03.11.2016
7	29.09.2010	31.03.2010	03.11.2017
8	24.09.2011	31.03.2011	29.10.2018

- f) Those members who have not so far encashed their dividend warrants/cheques for the Accounting Year pertaining to the aforesaid years may immediately approach the Company / STA for revalidation of unclaimed dividend warrants/cheques or for issue of fresh warrants/ cheques. Final Dividend for the year ended the 31st March, 2005, shall be transferred to Investor Education and Protection Fund, very shortly, as stated in note (e) above.
- g) The Company is registered with the following depositories for dematerialization of its Equity shares:-
- National Securities Depository Ltd. (NSDL), at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - 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.
- h) 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.
- i) 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.

The relevant information of Directors by way of brief resume seeking re-appointment and appointment under item Nos. 2, 3 & 5 of the notice as required under Clause 49 of the Listing Agreement entered with Stock Exchanges are given hereinafter.

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

Important communication to Shareholders

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance" has allowed paperless compliances by companies, permitting service of all notices/documents including Annual Reports by companies to its shareholders, through electronic mode instead of physical mode. In support of this initiative announced by the MCA, your Company has sent communications to all the shareholders, where-after the Annual Report for the financial year 2011-12 including the notice of this AGM have been sent through e-mail addresses to those shareholders whose e-mail addresses are available with the Depository Participants (DPs). Remaining shareholders holding shares in demat mode as well as in physical mode are again requested to register their e-mail addresses, in respect of their demat holdings through their concerned DPs, and/or send particulars of their e-mail addresses to the Company at its Registered Office, to support the Green Initiative of the Government.

EXPLANATORY STATEMENT AS REQUIRED U/S. 173(2) OF THE COMPANIES ACT, 1956

Item Nos. 3 & 5

Shri Vijay Jindal was appointed as an Additional Director by the Board of Directors {Board} at their meeting held on the 12th August, 2010. Further, he was also appointed as Joint Managing Director {JMD} of the Company for a period of two years, w.e.f. 12th August, 2010 on the recommendation of Nomination Committee, at the same Board meeting. Moreover, the remuneration of Shri Vijay Jindal had also been approved by the Compensation / Remuneration Committee. The appointment of Shri Vijay Jindal as a regular director, liable to retire by rotation, and, as JMD had been approved by the shareholders at their Annual General Meeting held on the 29th September, 2010.

He, as a Director liable to retire by rotation, shall retire and being eligible offers himself for re-appointment as such Director, which forms part of this AGM Notice. Moreover, the tenure of his appointment as JMD shall expire on the 11th August, 2012.

The Board at their meeting held on the 09th August, 2012 has approved the re-appointment and remuneration of Shri Vijay Jindal, as Joint Managing Director of the Company for a further period of five years w.e.f. the 12th August, 2012 to the 11th August, 2017 on recommendation of its Nomination and Compensation /Remuneration Committees at their respective meetings held on the same date. The AGM notice has also been approved by the Board at the same meeting.

Details of the terms and conditions of his re-appointment including the salary, perquisites and commission {in short, remuneration} approved by the Compensation/ Remuneration Committee and the Board are set out in the item no. 5 of the Notice.

Shri Vijay Jindal has attained professional degrees in MBA & B.A. (Hons.) in Ag. Economics. He has more than 32 years of experience in managing businesses, brands, private equity investments and undertaking strategic initiatives. His brief profile, as required to be given in terms of Clause 49 of the Listing agreement entered with the Stock Exchanges, is given as a part of this notice of AGM and also forms part of Directors Report for the year 2011-12.

The aforesaid re-appointment and remuneration of Shri Vijay Jindal which are subject to the approval of the shareholders, in terms of the decisions of the Nomination Committee, the Board and its Compensation/ Remuneration Committee under the provisions of the Companies Act, 1956, be regarded as an abstract of the terms and conditions of his appointment and remuneration and Memorandum of Interest of the Director under Section 302 of the Act.

The Memorandum & Articles of Association of the Company can be inspected by the members of the Company at its Registered Office on any working day during business hours, and, at the Annual General Meeting.

Your Directors recommend to pass the proposed Resolutions given in item nos. 3 & 5 as Ordinary Resolutions.

None of the Directors except Shri Vijay Jindal is interested in the proposed Resolutions.

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

By and on behalf of the Board of Directors
for **Ansal Properties & Infrastructure Ltd.**

(Amitav Ganguly)
President (Corp. Affairs) &
Group Company Secretary

Date: 09th August, 2012