

# CORPORATE INFORMATION

<b>Board of Directors</b>	Shri Deepak Ansal	<i>Chairman &amp; Managing Director</i>
	Shri Sham Lal Chopra	<i>Director</i>
	Shri S.L. Kapur	<i>Director</i>
	Shri Ashok Khanna	<i>Director</i>
	Shri Pradeep Anand	<i>Director</i>
	Shri Kushagr Ansal	<i>Wholtime Director</i>
<b>Executive Director</b>	Shri K.K. Singhal	
<b>V.P. &amp; Company Secretary</b>	Shri Mohinder Bajaj	
<b>Statutory Auditors</b>	M/S Khanna & Annadhanam, Chartered Accountants, New Delhi.	
<b>Bankers</b>	Canara Bank	
	Axis Bank Ltd.	
	UCO Bank	
	Punjab National Bank	
<b>Registered Office</b>	15 UGF, Indra Prakash, 21, Barakhamba Road, New Delhi-110 001	
<b>Branch Offices</b>	Shop No.1 Block No. 22/1.5, Emporium Block, Sanjay Place, Agra-282 002, Uttar Pradesh.	
	200 Ft. Tulera Road, Nr. Main City, Sadar Thana, Alwar Bypass, Tulera Road, Alwar, Rajasthan.	
	6, First Floor, Gyan Complex, M P Nagar, Zone-II, Bhopal-462 013.	
	SCO-817, 1st Floor, N.A.C., Mani Majra, Chandigarh-160 101.	
	112A, Shivam Corporate Suits, Raj Nagar District Centre, Ghaziabad-201 001 (U.P.).	
	11/A, Scheme No. 54, Opp. Satya Sai School, Above Idbi Bank, A. B. Road, Indore - 452010.	
	Shop No. 6, 1st Floor, Opp. MLB Medical College, Kanpur Road, Jhansi (UP)	
	Ansals Grace, Adjoining Sect – D, Nr. Heritage School, Sainik Colony, Srinagar Bypass Road, Jammu	
	Sector – 36, (Nr. Sector - 4), Karnal, Haryana	
	3/101, Vishwas Khand, Gomti Nagar, Lucknow	
	Ansals Bachittar Enclave, 133, Acre Bhamia Road, Nr. PUDA, Urban Estate Centre, Sector-32A, Ludhiana	
	C-106, 1 <sup>st</sup> Floor, Metro Plaza, Delhi Road, Meerut.	
	Dr. GM Bhosale Road, Opp. Old Market, Worli Naka, Mumbai - 400018.	
	Ground Floor, Opp. Gandhi, Polytechnic, Bhopa Road, Muzaffarnagar.	
	Opp. Sector-4, Bypass Road, Sector-19, Rewari, Haryana-123 401	
	Sco-174, Commercial Belt, Huda, Sec-17, Jagadhari, Yamuna Nagar, Haryana -135 003	

Email : ahcl@ansals.com, Email ID : Investor Relations: sect@ansals.com, Web Site : www.ansals.com

# NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Company will be held on Thursday, the 24<sup>th</sup> day of September, 2009 at 11.00 A.M. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi 110003 to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2009 and Profit & Loss Account for the financial year ended on that date together with the Directors' Report and Statutory Auditors' Report thereon.
2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2009.
3. To appoint a Director in place of Shri S.L. Kapur, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Ashok Khanna, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise Board of Directors to fix their

remuneration. M/s Khanna & Annadhanam retiring Auditors are eligible for re-appointment.

## SPECIAL BUSINESS

6. **To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.**

**"RESOLVED THAT** the Company hereby accords its approval and consent under section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 to the holding of an office of profit by Mrs. Megha Ansal (wife of Mr. Kushagr Ansal, Wholtime Director and daughter-in-law of Mr. Deepak Ansal, Chairman & Managing Director of the Company) as Part-time Advisor (Business Strategy) of the company for a period of three years w.e.f. 1<sup>st</sup> October, 2009 on a consolidated remuneration of Rs. 45,000/- per month."

7. **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 sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with Article no. 95 of Articles

of Association of the Company and subject to Central Government's approval, if applicable, consent of the members of the Company be and is hereby accorded for making payment of Commission to all Non-executive Directors of the Company, in aggregate, upto 1% of the net profit of the Company calculated in accordance with the provisions of section 349 & 350 of the Companies Act, and to be disbursed to the Non-executive Directors in such manner as may be determined by the Board of Directors of the Company, subject to the conditions that the commission payable to each individual non-executive director shall not exceed Rs. 2,50,000/- per annum and such payments shall be made out of profits of the Company for each year, for a period of three years commencing from financial year 2009-2010 until Financial Year 2011-2012.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to determine, in its absolute discretion, the amount of commission which shall be payable to each such non-executive Director in each year, and to take all actions and do all such deeds, matters and things as may be necessary, proper or desirable in this regard".

### Regd. Office:

15 UGF, Indra Prakash, 21 Barakhamba Road,  
New Delhi - 110 001

Place: New Delhi

Dated : 31<sup>st</sup> July, 2009

By Order of the Board  
For ANSAL HOUSING & CONSTRUCTION LTD.

Sd/-  
(Mohinder Bajaj)  
V.P. & Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED;
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 17.09.2009 to 24.09.2009 (both days inclusive).
3. The Dividend on Equity Shares as recommended by the Board of Directors for the year ended 31<sup>st</sup> March 2009, if declared at the Annual General Meeting, will be paid to the members whose name appears:-
  - i) As beneficial Owner as per list to be furnished by the Depositories in respect of the shares held in demat form, and
  - ii) As Members on the Register of Members of the Company as on 24.09.2009 after giving effect to all valid share transfers in physical form which would be received by the Company upto the close of Business hours on 16.09.2009.
4. Shareholders are requested to note that no claims shall lie against the Company or the Investor Education and Protection

Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

5. Members who hold shares in dematerialized form may kindly note that their bank Account details, as furnished by their Depositories to the company, will be printed on their Dividend Warrants as per the applicable regulations of the Depositories, and the Company will not entertain any direct request from such Members for deletion of or for making change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held by them in electronic form. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
6. In accordance with the provisions of Article 104 of the Articles of Association of the Company, Shri S.L. Kapur and Shri Ashok Khanna will retire by rotation at this Annual General Meeting and, being eligible, they offer themselves for re-election.
7. Information under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/reappointment at the Annual General Meeting is separately annexed hereto as

Annexure – I.

8. Corporate Members intending to send the authorized representative to attend and vote at the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. 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, and to send the relevant Share Certificates.
10. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory dematerialized form for all investors. Members who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their certificates through Depository Participant(s) with whom they have dematerialized account directly to the Registrar & Transfer Agent as appointed by the Company namely M/s Link Intime India Pvt. Ltd.( formerly known as M/s Intime Spectrum Registry Ltd.), A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase - II, Near Batra Banquet Hall, New Delhi - 110 028.
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.

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| <p>12. Members/Proxies should fill in the Attendance Slip for attending the meeting.</p> <p>13. As per the Companies Act 1956 the facility for making nomination is now available to the shareholders in respect of the Equity Shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents, Viz. M/s Link Intime</p> | <p>India Pvt. Ltd.( formerly known as M/s Intime Spectrum Registry Ltd.), A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi-110028.</p> <p>14. 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</p> | <p>same may be compiled well in advance.</p> <p>15. <b>Photocopies of Attendance Slip will not be entertained for issuing Admission Cards for attending Annual General Meeting. However, in case of non-receipt of Notice of Annual General meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same.</b></p> |
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**Members are requested to bring their copy of annual report at the meeting.**

## EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

### ITEM NO. 6

Mrs. Megha Ansal is wife of Mr. Kushagr Ansal, Wholtime Director and daughter-in-law of Shri Deepak Ansal, Chairman & Managing Director of the Company.

Mrs. Megha Ansal, aged 26 years, has completed Bachelor of Science in Economics with dual concentration in Finance and Accounting from Wharton School, University of Pennsylvania, Philadelphia, P.A., U.S.A.. As a student of Federal Credit Union she had developed and implemented strategies to increase the customer base and revenue generating ability of the Credit Union. Further, she has rich experience in performing extensive financial analysis and is proficient in the use of ARGUS (Real Estate Valuation Software).

She also has the experience of providing teaching assistance in Wharton School for Real Estate and finance courses.

The work experience of Mrs. Megha Ansal covers a period of July, 2005 to July, 2007 with Goldman Sachs & Co., New York, NY as a Financial Analyst Real Estate Group handling a number of Real Estate assignments. Thus, she has acquired sufficient experience in devising and designing various business strategies in relation to Real Estate Business.

#### Regd. Office:

15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi – 110 001

Place: New Delhi

Dated : 31st July, 2009

The appointment and remuneration of Mrs. Megha Ansal as Part-time Advisor (Business Strategy) was considered and approved by the Board of Directors in their meeting held on 31<sup>st</sup> July, 2009 subject to the approval of the shareholders in the ensuing Annual General Meeting on the remuneration as stated in the Resolution.

It is expected that the Company would benefit immensely with her induction as Part-time Advisor (Business Strategy). The Board recommends the Resolution for approval by the members.

None of the Directors of the Company except Shri Deepak Ansal and Shri Kushagr Ansal, is concerned or interested in the said Resolution.

The Board recommends the passing of the Resolution set out in the Special Resolution.

### ITEM NO. 7

In accordance with provisions of sections 198, 309 & 310 of the Companies Act, 1956 and Article 95 of the Articles of Association of the Company regarding Directors' remuneration, the Non-executive Directors of the Company are paid sitting fee @ Rs. 20,000/- per meeting for attending the meeting(s) of the Board or Committee(s) thereof. The Non-executive Directors of the Company also provide their valuable services beyond the meetings of the

Board/Committee, and advise from time to time for the overall efficient working and growth of the company in the competitive economic scenario. Therefore, the Board of Directors has decided to pay remuneration in the form of commission to all the non-executive directors over and above the sitting fee paid to them.

Accordingly, the Board of Directors in the meeting held on 31<sup>st</sup> July, 2009, subject to the approval of Shareholders and Central Government if applicable, have approved the payment of commission, in aggregate, upto a sum not exceeding 1% of the net profits of the Company to all the Non-Executive Directors, in such manner as may be determined by the Board of Directors for a period of three years commencing from the Financial year 2009-2010 upto 2011-2012, in addition to the sitting fees, provided that the commission payable to each Non-Executive Director does not exceed Rs. 2,50,000/- per annum and such payments shall be paid out of the profits of the company for each financial year.

All the Non-executive directors (i.e. other than Managing Director and Whole time Director) may be deemed to be concerned or interested in this resolution to the extent of remuneration in the form of Commission as may be paid to them by the Company.

The resolution is accordingly recommended for approval by the Shareholders.

By Order of the Board  
For ANSAL HOUSING & CONSTRUCTION LTD.  
Sd/-

(Mohinder Bajaj)  
V.P. & Company Secretary

## ANNEXURE - I

Details of Directors seeking Appointment / reappointment at the Annual General Meeting as per clause 49(IV)(G)(i) of the Listing Agreement.

Particulars	Mr. S.L. Kapur	Mr. Ashok Khanna
Date of Birth	07.03.1937	05.11.1947
Date of Appointment	15.05.2006	31.07.2000
Qualification	M.A ( Maths ), L.L.B	B-Tech (Honours) Textile "Ethonologist" from Bradford University, England.
Experience	25 years in the Government of Punjab on various assignments including Chief Secretary, Home Secretary, Financial Commissioner (Taxation) and retired from the Post of a member of the Board for Industrial and Financial Reconstruction (BIFR)	Mr. Ashok Khanna is a first class B-Tech ( Hons) Textile Ethnologist from Bradford University, England. He is Chairman of Khanna Watches Ltd., the promoters of K-Watch brand of quality Quartz Wrist Watches. He is also on the Board of renowned Companies and member of Managing Committees of ASSOCHAM and past president of PHD Chamber of Commerce & Industry.
Expertise in specific functional Area	Commerce and Industry	Industrialist
Directorships held in other public Companies (excluding Foreign Companies) as at 31 <sup>st</sup> March, 2009	Dhir & Dhir Asset Reconstruction & Securitization Co. Ltd. Yes Bank Ltd. Shivam Autotech Ltd. Sara Textile Ltd. Uniproducts (India)Ltd. Ishara Foundation for Finance/ Rural Development Claris Life sciences Ltd.	K- Watch Ltd. Khanna Watches Ltd. Khanna Quartz Ltd. Jaycee Coach Builders Ltd. Power Grid Corporation of India Ltd.
Membership/Chairmanships of Committees of other public Companies( includes only Audit Committee and Shareholders/ Investors Grievance Committee) as at 31 <sup>st</sup> March, 2009	Yes Bank Ltd.-Chairman, Audit Compliance Committee Shivam Autotech Ltd.- Chairman, Audit Committee & Member- Shareholders Grievance Committee Uniproducts (India) Ltd. - Member, Audit Committee & Chairman - Shareholders/Investors Grievance Committee	Nil
Number of shares held on in the Company as at 31 <sup>st</sup> March, 2009	Nil	Nil

# DIRECTORS' REPORT

*Dear Shareholder,*

The Directors of your Company have the pleasure in presenting their 25<sup>th</sup> Annual Report together with the Audited Statement of Accounts of the Company for the Financial Year ended 31<sup>st</sup> March, 2009.

## Financial Performance

Your Company's performance on standalone basis during the year as compared with that during the previous year is summarised:

(Figures in Rs. Lacs)

	2008-09	2007-08
1. Sales & Other Income	20,997.74	25177.54
2. Gross Profit (Before Interest and Depreciation) etc.	4,862.25	9414.63
Less :		
- Interest & Finance Charges	2,477.36	1022.76
- Depreciation	191.01	141.91
3. Net Profit before Tax	2,193.88	8249.96
Less :		
- Provision for Tax	608.69	2713.88
4. Net Profit After Tax but before prior period items	1,585.18	5536.08
Less:		
- Tax Provisions for earlier year	(35.94)	Nil
- Prior Period Expenses	18.10	Nil
5. Net Profit after tax and prior period items	1,603.02	5536.08
Add :		
Surplus Profit Brought forward for Previous Year	9,468.87	7343.94
Balance available for appropriation	11,071.89	12880.02
6. Appropriations:		
Proposed Dividend @ 5%	87.85	351.42
(Previous Year @ 18%)		
Dividend Tax thereon	14.93	59.72
Transfer to General Reserve	500.00	3,000.00
7. Surplus Profit Carried over to Balance Sheet	10,469.10	9,468.87

### General Reserve

The Company proposes to transfer a sum of Rs. 500 lacs (Previous Year 3000 Lacs) to the General Reserve out of the amount available for appropriation. An amount of Rs. 10469.10 lacs is proposed to be retained in Profit and Loss Account.

### Dividend

Your Directors are pleased to recommend a dividend of Rs. 0.50 per Equity Share (5%) on the paid up equity share capital of the Company for the financial year ended 31<sup>st</sup> March 2009. The total payout of the proposed dividend is Rs. 102.78 Lacs, which includes Corporate Dividend Tax of Rs. 14.93 lacs. A motion for confirmation of the dividend for the year is being placed before the shareholders at the Annual General Meeting.

### Performance Review

There has been slow-down in the overall business of the Company during more than half of the year under review. However, we expect that the normal level of business will soon be achieved by the Company. Turnover for the Year was Rs 20,997.74 Lacs as against Rs 25,177.54 lacs in the previous year. The Net Profit (Post Tax) for the year 2008-09 stood at Rs. 1,585.18 Lacs as against Rs. 5536.08 Lacs in the year 2007-08. The Earning Per Share (EPS) of Rs 9.12 has been achieved for the financial year 2008-09.

### Business

During the period under review, the Indian Economy in general and the Real Estate industry in particular witnessed one of the difficult years in recent history. It all started with Subprime crisis in USA and the recession affected USA and other western economies more severely as compared to Indian economy. Similarly, in context of Real Estate Industry, within India also the effects of recession were more visible and severe on properties in Metros and prime locations whereas properties in Tier-II and Tier-III cities were not affected to that extent. As your Company's major ongoing projects are in Tier- II and Tier-III cities, the adverse effect of recession on revenue generation during current year is not that alarming.

Further, the Indian Economy has already started showing signs of recovery and there are positive developments indicating that Real Estate Industry will be back soon on growth track.

During the year, the development and construction work in new residential projects at Meerut, Agra, Jammu, Alwar and Muzaffar Nagar were initiated besides already on going projects at Agra, Meerut, Karnal, Indore, Zirakpur, NH 24 Ghaziabad Rewari and Lucknow. In the year 2009-10, sanctions for our Amritsar, Parwanoo, Jhansi and Yamuna Nagar projects are expected to be received and develop-

ment work on these projects will also start contributing to the growth in Sales and Profit of the Company barring unforeseen circumstances.

Company also plans to start soon new commercial projects in Agra, Indore, Rewari, Lucknow, Meerut and Parwanoo. Ansal plaza, vaishali, Company's flagship commercial project housing leading domestic and international brands is also being expanded to meet the increase in demand for commercial space due to heavy population growth in and around the areas surrounding it.

We believe that the current recessionary phase is a temporary one and Indian Real Estate industry will soon regain its status as one of the fastest growing sector.

### Management Discussion And Analysis Report

#### 1. Industry Structure, Developments, Opportunities and threats.

The Real Estate Sector plays a significant role in the economy of the country and contributes almost 5% of the GDP. It has a great potential in reviving the overall economy because the sector is responsible for the development of over 250 ancillary industries such as cement, steel, paints etc.

The demand for housing is huge in India. We require 80 – 90 million dwelling units over the next 10 – 15 years with a majority

of them catering to middle and lower income groups. Your Company is primarily catering to this segment.

Similarly IT and ITES sector alone is estimated to require 150 million sq. ft. of office space across urban India by 2010.

Taking into account the aforeaid, we expect that the housing demand will pick-up in the last quarter 2009 and from 2010 onwards.

The recent good response to low Cost/Affordable Housing by various builders is a pointer in this direction.

## 2. Segment-wise analysis

The Hospitality Division of the Company has opened one more "The Great Kabab Factory" restaurant in DLF Mall at Saket, New Delhi in the financial year 2008-09. The Division is performing well with a turnover of Rs. 7.52 Crores with reasonable profit of Rs. 1.95 Crores in the Financial Year 2008-09. Total 124 employees are engaged in the Division. The Division has the Brands mainly "Super Stars" and "The Great Kabab Factory" which have been franchised from Radisson Hospitality Worldwide. The Division is spreading its wings and looking for more spaces within North India to spread its wings further.

Capital Cars Pvt. Ltd., a joint venture company for sale / services of Honda Cars has contributed turnover of Rs. 9986.99 Lacs and Net Profit of Rs. 0.52 Lacs to the

Consolidated Accounts of the Company for the fiscal year 2008-09. The major focus of the business of the Company will be 'Real Estate Development' only.

## 3. Outlook

- Globally and in India, the Government have initiated many measures aimed to achieve an early economic recovery. It is difficult to forecast with a great degree of accuracy on the outcome of these measures at this junction. The forecasts on when and to what extent the recovery shall take place may vary. Some of the very broad indicators in recent weeks suggest optimism but it is too early to draw any definite conclusions.
- The Indian real estate sector plays a significant role in the country's economy. The real estate sector is second only to agriculture in terms of employment generation and contributes heavily towards the gross domestic product (GDP). Almost five per cent of the country's GDP is contributed to by the housing sector. In the next five years, this contribution to the GDP is expected to rise to 6 per cent.
- The Government has introduced many progressive reform measures to unlock the potential of the sector and also meet increasing demand levels. The Government recently announced stimulus package coupled with the Reserve Bank of India's (RBI) move

allowing banks to provide special treatment to the Real Estate Sector, is likely to impact the Indian Real Estate Sector in a positive way.

## 4. Risks and Concerns

- Lack of verifiable records - the serious gap in ownership records as well as land titles being unclear, could pose several hurdles.
- The real estate markets across the board have registered substantial gains over the last few years and there may be selective instances of speculative risk.
- Indian real estate market transparency is rated low as compared to international real estate transparency levels. Although market transparency has improved, it is still hard to get reliable and verifiable information.
- The real estate market in India does not have title insurance. There is a risk of latent ownership issue in transactions with individual land owners.
- The slowdown in demand can be mitigated by changing product mix to capture the future demand by way of sale before construction. The forays into different segments of the real estate sector and geographical spread can help reduce concentration risks.
- Affordability can come only with smaller unit sizes and that can be created within existing FSI norms. So, it is expected



that the Government will relax the density norms as per requirements of the present day.

### 5. Internal Control systems and their adequacy.

Your Company has in place adequate internal control systems and procedures commensurate with the size and nature of business. These procedures are designed to ensure that:

- Effective & Adequate internal control environment maintained across the Company.
- All assets and resources are acquired economically, used efficiently and are adequately protected.
- Significant financial, managerial and operating information is accurate, reliable and is provided timely; and
- All internal policies and statutory guidelines are complied with.

### Award Of Iso 9001 – 2000

Your Company continues to enjoy the privilege of certificates ISO 9001-2000 Certification granted to it on 16<sup>th</sup> April, 2002 through well known certification agency “DET NORSKE VERITAS”. It will be the constant endeavour of the management to continuously stress on systems/quality for ultimate delivery of its products.

### Higher Paid Staff

In accordance with Section 217(2A) of the

Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, a Statement of particulars of Employees) forming a part of this Report is annexed herewith under Annexure.

### Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo.

#### Conservation of Energy, Technology Absorption

Your Company is not engaged in any manufacturing activity; as such particulars relating to Conservation of Energy and Technology Absorption as per section 217(1)(e) are not applicable. However in hospitality division, your company has appointed energy auditor and has implemented the suggestions given by energy auditor to save energy bills. The regular energy audit is carried out to identify the areas where energy can be utilised in an optimal manner.

### Foreign Exchange Earnings and Outgo

Particulars of Foreign Exchange Earnings and Outgo –

a) Foreign Exchange Earnings	Rs. 37.69 Lacs
b) Foreign Exchange Outgo	
- Value of Import calculated on CIF basis in respect of Project Material.	Rs. 53.38 Lacs

- Travel Expenses	Rs. 33.71 Lacs
- Professional Fee	Rs. 2.52 Lacs
- Property Exhibition	Rs. 9.20 Lacs

### Subsidiary Companies

During the Financial Year 2008-09, the Company has invested in 10,000 Equity Shares of Rs. 10/- per equity share of a new Company M/s Enchant Constructions Pvt. Ltd. consequent upon which the said Company has become the Wholly Owned Subsidiary (WOS) of the Company on 30.01.2009.

As on date your Company has twelve wholly owned Subsidiary Companies.

Your Company has applied for the approval under section 212(8) of the Companies Act, 1956 to the Central Government with regard to exemption from attachment of the Accounts of its Subsidiaries to its Accounts for the year ended 31st March, 2009 and the same is awaited. Shareholders desirous of obtaining the Annual Accounts of the Subsidiaries may obtain the same upon request. The Annual Report and Accounts of the Subsidiary Companies will be kept for inspection at your Company's Registered Office as well as at the Offices of your Subsidiary Companies.

Pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements include the financial information of its subsidiaries and joint venture.

### Fixed Deposits

Fixed Deposits from the Public, Sharehold-

ers and Employees as on 31<sup>st</sup> March, 2009 stood at Rs. 3829.15 Lacs as against Rs. 3112.73 lacs in the previous year. There were unclaimed deposits amounting to Rs. 46.56 Lacs pertaining to 186 depositors as on that date and out of above 94 depositors having deposits aggregating to Rs 27.48 lacs have subsequently claimed refund or renewed their deposits. However, the balance amount of 19.08 Lacs still remains unclaimed.

### Corporate Governance

Your Company attaches considerable significance to good Corporate Governance as an important step towards building strong investor confidence, improving investor protection and maximising long-term shareholder value. Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges, a Compliance Report on Corporate Governance, from the auditors on compliance of mandatory requirements have been annexed as part of this Report.

In order to comply with the provisions of newly inserted Clause 47(f) in the Listing Agreement with the Stock Exchange(s), the Company has designated an e-mail ID – sect@ansals.com which is exclusively for the clarifications / queries / grievance redressal of the investors of the Company.

### Listing of Equity Shares

The Securities of the Company are listed and traded at Bombay Stock Exchange

Limited (BSE) and National Stock Exchange of India Ltd. (NSE). The Company has paid listing fees to Bombay Stock Exchange Ltd. as well as National Stock Exchange of India Ltd. for the Financial Year 2009-10.

### Directors

In accordance with the relevant provisions of Sections 255 & 256 of the Companies Act, 1956 and Article 104 of the Company's Articles of Association, Shri S.L. Kapur and Shri Ashok Khanna are liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. The brief resume and other details relating to directors, who are to be re-appointed as stipulated under Clause 49(IV) of the Listing Agreement, are furnished in the Corporate Governance Report forming part of the Annual Report.

### Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm the following in respect of the Audited Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2009:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;
- ii) that the directors have 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 for the Financial Year ended 31<sup>st</sup> March, 2009 and of the profit of the Company for that period;

- iii) that the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) that the accounts for the year ended 31<sup>st</sup> March, 2009 have been prepared on a going concern basis.

### Auditor's Report

There are no qualifications in the Auditor's Report calling for comments by the Board of Directors under Section 217 of the Companies Act, 1956.

### Auditors

M/s Khanna & Annadhanam, Chartered Accountants, who retire at the conclusion of this 25<sup>th</sup> Annual General Meeting and being eligible for reappointment, have expressed their willingness to be re-appointed as Statutory Auditors of the Company. They have given certificate to the effect that the appointment, if made, would be within the limit prescribed under