

ENRICHING THE WAY YOU LIVE

ANNUAL REPORT
2011 - 2012



Ansals Estancia, Jammu



Estella, Gurgaon



Ansal Heights 92, Gurgaon



Ansals Emerald Heights, Agra

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CORPORATE INFORMATION

Board of Directors	Shri Deepak Ansal	<i>Chairman & 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>Wholetime Director</i>
Executive Director	Shri K.K. Singhal	
President (Projects)	Shri Karun Ansal	
Advisor (Marketing & Business Development)	Shri Rajesh Katyal	
Sr. V.P. & Company Secretary	Shri Mohinder Bajaj	
Sr. V.P. (Finance)	Shri Sanjay Mehta	
V.P. (Services)	Col. P.K. Singhal	
V.P. (Finance)	Shri Tarun Kathuria	
V.P. (Hospitality)	Shri Tarun Sardana	
Addl. V.P. (Sales & Accounting)	Shri Vijay Mahajan	
Addl. V.P. (HR & Admn.)	Shri Sabu Thomas	
Sr. G.M. (Taxation)	Shri S. S. Kaushik	
Sr. G.M. (Marketing)	Shri Atit Arora	
Statutory Auditors	M/S Khanna & Annadhanam, Chartered Accountants, 706, Akash Deep, 26A, Barakhamba Road, New Delhi-110 001.	
Bankers	Canara Bank, Axis Bank Ltd., UCO Bank, Punjab National Bank, Vijaya Bank	
Financial Institutions	Housing Development Finance Corporation Ltd., SICOM Limited.	
Registered Office	15 UGF, Indra Prakash, 21, Barakhamba Road, New Delhi-110 001	
Branch Offices	Shop No.1 Block No. 22/1.5, Emporium Block, Sanjay Place, Agra-282 002 , Uttar Pradesh. Sikar Bye Pass Road, Opp. AIT College, Nr. Dhev Dham Hostel, Ajmer-305 001 , Rajasthan. 200Ft, Rajgarh Road, Near New Sadar Thana, Alwar , Rajasthan. Bungalow No. 118, Ansals Pradhan Enclave, Near Dana Pani Restaurant, Bhopal-462 013 , M.P.. SCO-817, 1st Floor, N.A.C., Mani Majra, Chandigarh-160 101 . Ansal Plaza, 2nd Floor, Sector-1, Vaishali, Ghaziabad . Ansals Tanushree, Village Mehrauli, Near Indian Oil Petrol Pump, NH-24, Ghaziabad . Ansals Elegance, Aavantika Extn., (Nr. Ansals Chiranjiv Vihar), Ghaziabad . FF 112A, Shivam Building, Raj Nagar Distt. Centre, Ghaziabad . Ansal Height, Pataudi Road, Sector - 92, Gurgaon . Ansal Sidhartha, Estella, Village : Dhanwapur, Sector - 103, Gurgaon . 11/A, Scheme No. 54, Opp. Satya Sai School, Above IDBI Bank, A. B. Road, Indore - 452010 . Ansals Grace, Adjoining Sect – D, Nr. Heritage School, Sainik Colony, Srinagar Bypass Road, Jammu-180011 . Shop No. 6, 1st Floor, Opp. MLB Medical College, Kanpur Road, Jhansi (UP) Sector-36, (Adjacent Sector-4), Near Nameste Chowk, Karnal . Ansals Herman City, HUDA, Sector – 31, Opp. Sector 2/3, G.T. Road, Kurukshetra . 3/101, Vishwas Khand, Gomti Nagar, Lucknow . 147, Ansal Bachittar Enclave, Bhamia, Chandigarh Road, Village Kuliawal, Ludhiana . C-106, 1 st Floor, Metro Plaza, Delhi Road, Meerut . Flat No. 02, Plot No. 07, Hill Crest Building, NS Road No.10, J.V.P.D. Scheme, Mumbai - 400018 . Ansal Town Muzaffarnagar, Ground Floor, opp. Gandhi, Polytechnic, Bhopa Road, Muzaffarnagar . Ansal Town, Opp. Sector-4, Bypass Road, Sector-19, Rewari, Haryana - 123 401 SCO-179, Ground Floor, Commercial Belt, Sec-17, HUDA Jagadhari, Yamuna Nagar, Haryana - 135 003 . Near PSEB Grid Nabha - Pabhat Road, Zirakpur	
Overseas	A-65, Perth Paradise, Gurugoda, Opp. Bodyline Factory, Horana Ratanpura Road, Horana, Srilanka .	

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

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Wednesday, the 26th day of September, 2012 at 11.00 A.M. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi – 110 003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 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 31st March, 2012.
3. To appoint a Director in place of Shri S.L. Chopra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Pradeep Anand, 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 & Annadhamam, the 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 an ORDINARY RESOLUTION.

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310,

311 and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the Members be and is hereby accorded to the re-appointment of Shri Deepak Ansal as a Chairman & Managing Director of the Company for a period of 5 (five) years with effect from 1st April, 2013 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board, if any, constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(S) or re-enactment thereof.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or revise the remuneration of Shri Deepak Ansal within the permissible Limits under the provisions of the Companies Act, 1956 or any statutory amendments thereto from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial

year during the currency of tenure of service of the Chairman & Managing Director, there shall be paid the minimum remuneration by way of salary and perquisites as specified above subject to the restrictions set forth in section II of part II of amended schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution.

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

"RESOLVED THAT subject to the provisions of section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 read with Directors' Relatives (Office or Place of Profit) Rules, 2011 and any amendments thereof approval of the Members of the Company subject to further approval of the Central Government, if required, be and is hereby given for the revision in the salary of Shri Karun Ansal, President (Projects) of the Company to Rs. 5,00,000/- per month w.e.f. 1st October, 2012 in pay scale / grade of ₹ 500000-100000-700000-125000-950000 and House Rent Allowance @50% of the Basic Salary plus usual perquisites admissible to the Sr. Executives in the Management Cadre including Gratuity, Superannuation Fund, Provident Fund, LTC, Medical Reimbursement and other benefits as per Rules of the Company from time to time.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded, subject to the approval of the Central Government, if required under the provisions of section 314(1B) and other applicable provisions, if any,

of the Companies Act, 1956 read with Directors' Relatives (Office or Place of Profit) Rules, 2011 and any amendment thereof for payment of commission to Shri Karun Ansal @1% per annum of Net Profit of the Company for each Financial Year as computed under the provisions of section 349 & 350 of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to give from time to time such increments to Mr. Karun Ansal as they may deem fit within the aforesaid grade.

8. 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, 1956 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 ₹ 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 2012-2013 until Financial Year 2014-2015.

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 : 8th August, 2012

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

(Mohinder Bajaj)
Sr. 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 Board of Directors of the Company in their meeting held on 2nd December, 2011

had decided to Buy-back fully paid equity shares of ₹ 10/- each of the company for an amount not exceeding ₹ 11,25,00,000/- (Rupees Eleven Crores Twenty Five Lacs only) being within 10% of the paid-up capital and the free reserves as on 31st March, 2011 at a price not exceeding ₹ 45/- (Forty Five only) per equity share in accordance with the provisions of section 77A, 77AA & 77B of the Companies Act, 1956 and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulation 1998. During the year, the Company purchased 1,78,272 equity shares of ₹ 10/- each under the Buy-back Scheme out of which the company has

extinguished 1,16,848 equity shares upto March 31, 2012 and the remaining 61,424 equity shares have been extinguished subsequent to the close of the year.

3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 20.09.2012 to 26.09.2012 (both days inclusive).
4. The Dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March 2012, if declared at the Annual General Meeting, will be paid to the Members whose name appear:-
 - 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 26.09.2012 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 19.09.2012.
5. 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. However, it is intimated that the Company has transferred the unclaimed and unpaid interim dividend amount for the year 2004-2005 to the Investor Education and Protection Fund on 16.05.2012. Shareholders are also requested to please send their stale / outdated final dividend warrants issued by the Company on 26th October, 2005 for the financial year 2004-2005 to the Company for issuing pay orders / demand drafts as the case may be to the Shareholders from whom the requisite requests would be received otherwise the company would have no other option to transfer this amount to the Investor Education and Protection Fund by 01.12.2012 which is the last date for transfer of this amount. The letters in this respect have already been sent to the respective shareholders whose final dividend warrants are unpaid / unclaimed for the financial year 2004-2005 as per record of the Company. No further correspondence would be entertained after such unpaid/unclaimed dividend amount would be transferred to the Investor Education and Protection Fund
 6. 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 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.
 7. In accordance with the provisions of Article 104 of the Articles of Association of the Company, Shri S.L. Chopra and Shri Pradeep Anand will retire by rotation at this Annual General Meeting and, being eligible, they offer themselves for re-appointment.
 8. 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.
 9. 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.
 10. 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.
 11. 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, 2nd Floor, Naraina Industrial Area, Phase - II, Near Batra Banquet Hall, New Delhi - 110 028.
 12. 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.
 13. Members/Proxies should fill in the Attendance Slip for attending the meeting.
 14. 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 India Pvt. Ltd. (formerly known as M/s Intime Spectrum Registry Ltd.), A-40, 2nd Floor, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi-110028.
 15. Members desiring any information/clarification on the Annual Accounts are requested to write to the Company at its Registered Office at least 7 days before the date of Annual General Meeting so that the same may be compiled well in advance.
 16. 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.
 17. Members may please note that no gifts will be distributed at the Meeting.

Members are requested to bring their copy of annual report at the meeting.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 6

The Board of Directors of the Company (the 'Board') at its meeting held on 8th August, 2012 has, subject to the approval of Members, re-appointed Shri Deepak Ansal as Chairman & Managing Director for a further period of 5(five) years from the expiry of his present term, which will expire on March 31, 2013.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Shri Deepak Ansal as Chairman & Managing Director in terms of the applicable provisions of the Companies Act, 1956 ("the Act").

Broad particulars of the terms of re-appointment and remuneration payable to Shri Deepak Ansal are as under:

1. BASIC SALARY

Basic Salary of ₹ 15,00,000/- (Rupees Fifteen Lacs only) per month in the grade of ₹ 1500000-250000-2000000-300000-2600000-400000-3000000.

2. COMMISSION ON NET PROFITS

Upto 2% of the net profits of the Company for each Financial Year as computed under provisions of Sections 349 and 350 of the Companies Act, 1956.

3. PERQUISITES

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

CATEGORY 'A'

Housing: Residential Furnished Accommodation (Company Leased) or in lieu thereof House Rent Allowance at the rate of 50% of the salary.

Gas, Electricity, Water and furnishings: The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% (ten percent of the Salary).

Medical Reimbursement : Expenses incurred for self and his family Members subject to a ceiling of one months' salary in a year or three months' salary over a period of three years.

Leave Travel Concession: For self and his family members once in a year incurred in accordance with the Rules specified by the Company.

Club Fees: Fees of clubs subject to a maximum of five clubs.

Personal Accident Insurance: Premium not to exceed ₹ 50,000/- per annum on any policy, if any, taken by the Company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites.

Company's contribution to provident Fund @12% of the salary or at such other rate as per the laws applicable in this behalf from time to time.

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

Gratuity in accordance with the Rules of the Company as applicable to the Senior Executives of the Company for each completed year of service.

Encashment of leave at the end of the tenure.

CATEGORY 'C'

Provision of Car with Driver and free Telephone / Communication facilities at residence for business purposes.

4. GENERAL

i) The Chairman & Managing Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management personnel.

ii) Shri Deepak Ansal satisfies all the conditions set out in Part – I of Schedule XIII to the Act for being eligible for the re-appointment. He is not disqualified from being appointed as Chairman & Managing Director in terms of Section 274(1) (g) of the Act.

iii) The above may be treated as an abstract of the terms of re-appointment of Shri Deepak Ansal under section 302 of the Act.

iv) Shri Deepak Ansal and Shri Kushagr Ansal are interested in the resolution, as they are related to each other, which pertain to his re-appointment and remuneration payable to him.

v) None of the other Directors of the Company is, in any way, concerned or interested in the above Resolution.

The Board recommends the passing of the Resolution set out in item no. 6 for approval of Members.

ITEM NO. 7

Shri Karun Ansal, son of Shri Deepak Ansal, Chairman & Managing Director of the Company and is younger brother of Shri Kushagr Ansal, Wholetime Director of the Company was appointed as President (Projects) w.e.f. 1st October, 2008 of the Company after getting the approval by the shareholders in their meeting held on 23rd September, 2008.

The appointment and remuneration of Shri Karun Ansal as President (Projects) was considered and approved by "Selection Committee" of the Board comprising of two Independent Directors and an expert in their meeting held on 17th July, 2008. Based on the recommendation of the "Selection Committee", the Board of Directors had approved his candidature for appointment as President (Projects) of the Company in their meeting held on 28th July, 2008 subject to the approval of the Shareholders in the ensuing Annual General Meeting and of the Central Government, on the remuneration as stated in the Resolution.

The Central Government had accorded approval for appointment / remuneration of Mr. Karun Ansal as President (Projects) of the Company vide their letter no. A51651628-CL.VII dated 24th June, 2009 after approval of his appointment by the shareholders on 23rd September, 2008.

Shri Karun Ansal has done his Bachelor of Science, Marketing and Masters of Business Administration (Finance) from Bentley College,

Waltham, USA. He has attained State of the Art expertise in System Management in addition to exception skills in Finance etc. During the last four years of his association with the Company as President (Project) Shri Karun Ansal has displayed exceptional skills and achieved substantial progress in almost all the on going and new projects of the Company. The number of new projects during the last four years has also increased resulting in growth of overall business of the Company.

The substantial expansion of company's business requires close monitoring of the progress and implementation of various projects located in different States in the Country. In order to motivate and reward suitably for the services rendered to the company, it has become necessary to consider the revision in salary of Shri Karun Ansal as President (Projects) of the Company.

It is expected that the Company would benefit immensely with the hard work and continuous best efforts made by Shri Karun Ansal, President (Projects) of the Company. The Board considered and recommended the revision in the remuneration of Shri Karun Ansal, President (Projects) of the Company with effect from 1st October, 2012 as per item no. 7 set out in the Special Resolution.

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 item no. 7 of accompanying Notice for approval of Members.

ITEM NO. 8

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.

The Members of the Board of Directors in their meeting held on 31st July, 2009 had earlier approved the payment of commission in aggregate payable upto a sum not exceeding 1% of the net profit of the company to all non executive Directors of the Company for a period of three years commencing from the Financial Year 2009-2010 upto 2011-2012 in addition to the sitting fee, provided that the Commission payable to each non-executive Director shall not exceed ₹ 2,50,000/- per annum and such commission shall be paid out of the profits of the Company for each Financial Year. The same was approved by the shareholders of

the Company in their meeting held on 24th September, 2009. Now the terms for payment of commission stands expire and therefore, the Board of Directors has decided to extend the term for payment of commission to all non-executive directors for further period of three years commencing from the Financial Year 2012-2013.

Accordingly, the Board of Directors in the meeting held on 8th August, 2012, 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 2012-2013 upto 2014-2015, in addition to the sitting fees, provided that the commission payable to each non-executive director does not exceed ₹ 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 Chairman & 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 of Members.

Regd. Office:

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

Place : New Delhi

Dated : 8th August, 2012

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

(Mohinder Bajaj)
Sr. V.P. & Company Secretary

MEMBERS' ATTENTION

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless Compliance by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Our company has also sent online letter on 20th May, 2011 and reminder on 30th June, 2012 through Registrar and Transfer Agent M/s Link Intime India Pvt. Ltd. to all the shareholders whose E-mail ID's are available with the RTA for giving confirmation for registration of online communication through email. Members who hold shares in physical form are requested to register their E-mail ID with M/s Link Intime India Pvt. Ltd., 2nd Floor, A-40, Naraina Industrial Area, Phase – II, Near Batra Banquet Hall, New Delhi – 110 028 on E-mail ID of the Registrar and Transfer Agent viz. ansalhousinggogreen@linkintime.co.in or of the Company viz. ahcl@ansals.com – giving their E-mail ID for service of documents etc. for the general meetings through E-mail. The hard copy of Annual Report will be supplied to the Members if still required by them and requisitioned from the Company.

ANNEXURE - I

Details of Directors seeking reappointment at the Annual General Meeting as per clause 49(IV)(G)(i) of the Listing Agreement (Item Nos 3 & 4).

Particulars	Mr. S.L Chopra	Mr. Pradeep Anand
Date of Birth	21.09.1921	15.01.1955
Date of Appointment	30.09.2005	27.09.2000
Qualification	B.A., CAIIB, FCS (London), Business Management (DU)	Programme for Management Development from Harvard Business School, Boston
Experience	Having extensive experience of Banking and Finance and retired as Chairman and Managing Director from Punjab National Bank	Having rich and vast experience in variety of industries
Expertise in specific functional Area	Banking and Finance	Exceptional Entrepreneur/Business Management Skills
Directorships held in other Companies (excluding Foreign Companies) as at 31 st March, 2012	<ul style="list-style-type: none"> ▪ Universal Cromptronics Ltd. 	<ul style="list-style-type: none"> ▪ Asahi Meters Ltd. ▪ Rita Holdings Ltd. ▪ Shree Laxmi Holdings Ltd. ▪ Anand Zenner Company Pvt. Ltd. ▪ Asahi Battery Company Private Ltd ▪ Asahi Video Pvt. Ltd. ▪ Atam Impex Enterprises Pvt. Ltd. ▪ Innovative Interactive Infotainment Pvt. Ltd. (earlier known as CLA Investment & Trading Co. Pvt. Ltd.) ▪ Jyoti Construction Co. (New Delhi) Pvt. Ltd. ▪ Koshish Investment & Finance Pvt. Ltd. ▪ Tripta Impex Enterprises Pvt. Ltd. ▪ Anand Water Meter Manufacturing Company Pvt. Ltd.
Membership / Chairmanships of Committees of other public Companies(includes only Audit Committee and Shareholders / Investors Grievance Committee) as at 31st March, 2012	NIL	NIL
Number of shares held in the Company as at 31st March, 2012	Nil	Nil

Regd. Office:

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

Place : New Delhi

Dated : 8th August, 2012

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

(Mohinder Bajaj)
Sr. V.P. & Company Secretary

DIRECTORS' REPORT

Dear Shareholder,

The Directors of your Company have pleasure in presenting their 28th Annual Report together with the Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2012.

Financial Performance

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

(Figures in ₹ Lacs)				
		2011-12	2010-11	
1. Sales & Other Income		40,340.25	30,485.86	
2. Gross Profit (Before Interest and Depreciation) etc.		9,056.53	8,350.51	
Less :				
- Interest & Finance Charges	3,574.78		3,764.86	
- Depreciation	355.69	3,930.47	264.39	4,029.25
3. Net Profit before Tax		5,126.06	4,321.26	
Less :				
- Provision for Tax		1,720.78	981.15	
4. Net Profit After Tax but before prior period items		3405.28	3340.11	
Less:				
- Tax Provisions for earlier year		91.37	22.96	
- Prior Period Expenses		38.43	80.03	
5. Net Profit after tax and prior period items		3,275.48	3,237.12	
Add :				
Surplus Profit Brought forward for Previous Year		14,468.68	12,017.41	
Balance available for appropriation		17,744.16	15,254.53	
6. Appropriations:				
Proposed Dividend @ 10%	200.41		154.97	
(Previous Year @ 8%)				
Dividend Tax thereon	32.51		30.88	
Transfer to General Reserve	600.00		600.00	
Transfer to Capital Redemption Reserve	17.83		-	
Dividend/Dividend Tax for earlier Years	3.55	854.30	-	785.85
7. Surplus Profit Carried over to Balance Sheet		16,889.86	14,468.68	

Performance Review

Global economic uncertainties have affected India's economy including the Real Estate Sector. Macro-economic indicators are not healthy. Fiscal Deficit and interest rates are high and the rupee

has been depreciating continuously. All this does not go well for any industry especially the Real Estate Sector. Real Estate Developers are reeling under high debt and the situation is likely to continue in 2012.

Builders and Realtors face the problems with regard to availability of land, long drawn project approval procedures and licensing, abnormal Central and State Taxes, high cost of credit and lack of proactive state policies.