

ENRICHING LIVING STYLES



ANNUAL REPORT 2012-2013

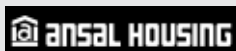
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CORPORATE INFORMATION

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 Maharaj Kishen Trisal	<i>Additional 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	
Chief Financial Officer	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	
Sr. G.M. (Marketing)	Shri Vipin Mehta	
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.	
Financial Institutions	Housing Development Finance Corporation Ltd., SICOM, Kotak Mahindra Prime Ltd.	
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. Ansals Emerald Heights, Taj Nagari, Phase-II, 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. Ansals Green Colony, Near Paragarh Chichli, Kolar Road, Bhopal-462 013 , M.P. SCO-817, 1st Floor, N.A.C., Mani Majra, Chandigarh-160 101 . Ansals 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 . Ansals Height, Pataudi Road, Village Mewka, Sector - 92, Gurgaon . Ansals Estella, Village : Dhanwapur, Sector - 103, Gurgaon . Ansals Highland Park, Sector - 103, Near Daultabad Village, 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, Ansals 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, Guru Nanak Road, J.V.P.D. Scheme, Mumbai - 400049 . Ansals Town Muzaffarnagar, Ground Floor, opp. Gandhi, Polytechnic, Bhopa Road, Muzaffarnagar . Ansals 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 A-65, Perth Paradise, Gurugoda, Opp. Bodyline Factory, Horana Ratanpura Road, Horana, Srilanka .	
Overseas		

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



Regd. Office : 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi - 110 001

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of the Company will be held on Tuesday, the 24th day of September, 2013 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 31st March, 2013 and Statement of 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, 2013.
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, 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 Shri Maharaj Kishen Trisal, who was appointed as an Additional Director of the Company by the Board of Directors at the meeting held on 14th February, 2013 and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation"

Regd. Office:

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

Place : New Delhi

Dated : 29th May, 2013

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 18.09.2013 to 24.09.2013 (both days inclusive).
3. The Dividend on Equity Shares as recommended by the Board of Directors for the financial year

ended 31st March 2013, 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 24.09.2013 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 17.09.2013
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

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

(Mohinder Bajaj)

Sr. V.P. & Company Secretary

shall be made in respect of any such claims. However, it is intimated that the Company will transfer the unclaimed and unpaid interim dividend amount for the year 2005-2006 to the Investor Education Protection Fund by 05.11.2013. Shareholders are also requested to please send their stale / outdated final dividend warrants issued by the Company on 16.10.2006 for the financial year 2005-2006 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 Protection Fund by 05.11.2013 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

2005-2006 as per record of the Company. No further correspondence would be entertained after such unpaid/unclaimed dividend amount are transferred to the Investor Education Protection Fund

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-appointment.
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.), 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - I, Near PVR Naraina, 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.
12. Members/Proxies should fill in the Attendance Slip for attending the meeting.
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 India Pvt. Ltd. (formerly known as M/s Intime Spectrum Registry Ltd.), 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - I, Near PVR Naraina, New Delhi - 110 028.
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 same may be complied well in advance.

15. 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.
16. Pursuant to the provision of Companies Act, 1956 and Article 135 to 137 of the Articles of Association of the Company and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("The Regulations") and approval of the Bombay Stock Exchange Ltd., Mumbai and National Stock Exchange Ltd., Mumbai and pursuant to approval accorded by the Shareholders of the Company vide their resolution dated 2nd April, 2013 through Postal Ballot, the Members of the Committee of Board of Directors of the Company approved the allotment of 3,95,90,552 bonus equity shares in the ratio of 2:1 (two new equity shares of Rs. 10/- each for every one existing equity share of Rs. 10/- each held in the Company to the eligible shareholders of the Company whose names appeared in the Register of Members / Beneficial Owners position of the Company as on record date i.e. 12th April, 2013).
17. 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, the company had bought back and extinguished 5,75,568 equity shares under the Company's Buy-back scheme from 23.01.2012 to 31.10.2012.
18. **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

Shri Maharaj Kishen Trisal was appointed by the Board of Directors of your Company in their meeting held on 14th February, 2013 as an Additional Director of your Company pursuant to Section 260 of the Companies Act, 1956 and he holds office upto the date

of the ensuing Annual General Meeting of the Company. Your Company has received a notice under section 257 of the Companies Act, 1956 from a member proposing the appointment of Shri Maharaj Kishen Trisal as Director of your Company. Requisite consent has been filed by Shri Maharaj Kishen Trisal, pursuant to the provisions of section 264(1) of the Act, to act as such Director, if appointed.

The details as well as brief resume of Shri Maharaj Kishen Trisal is given in the Annexure – 1 attached

to this Notice. Keeping in view the experience and expertise of Shri Maharaj Kishen Trisal, his appointment as Director of the Company is recommended.

None of the Directors of the Company except Shri Maharaj Kishen Trisal is interested in the Resolution.

The Board recommends the passing of this Resolution as set out in Item No. 6 for approval of Members.

Regd. Office:

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

Place : New Delhi

Dated : 29th May, 2013

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., 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - I, Near PVR Naraina, New Delhi - 110028 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 Appointment/reappointment at the Annual General Meeting as per clause 49(VI) of the Listing Agreement.

Particulars	Mr. S.L Kapur	Mr. Ashok Khanna	Mr. Maharaj Kishen Trisal
Date of Birth	07.03.1937	05.11.1947	26.11.1953
Date of Appointment	15.05.2006	31.07.2000	14.02.2013
Qualification	M.A. (Maths), LL.B	B. Tech (Honours) Textile " Ethnologist" from Bradford University, England.	Degree in Electrical Engg. From Thapar University.
Experience	27 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 (BIRF).	Mr. Ashok Khanna is a First Class B-Tech (Hons)TextileEthnologistfromBradford 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 Chairman, Environment and TQM committee of ASSOCHAM and past President of PHD Chamber of Commerce & Industry.	Mr. Maharaj Kishen Trisal has 17 years of experience in various Companies as he joined General Electric in December, 1996 as Vice President of New Product Introduction (NPI) for GE Motors India. Maharaj Kishen Trisal took charge as Managing Director (Sales), Asia Pacific operation for GE Motors & Controls. In 2002, Maharaj Kishen Trisal also simultaneously held CEO position of GE Power Controls India following its acquisition by GE from GEC Alsthom.
Expertise in specific functional Area	Commerce and Industry	Industrialist	Electrical Engineering
Directorships held in other Companies (excluding Foreign Companies) as at 31 st March, 2013	<ul style="list-style-type: none"> • Alchemist Asset Reconstruction Company Ltd. • Uniproducts (India) Ltd • Shivam Autotech Ltd. • Claris Lifesciences Ltd. 	<ul style="list-style-type: none"> • Khanna Watches Ltd. • Worldwide Immigration Consultancy Services Ltd. • Industrial Cables (India) Ltd. • Khanna Quartz Pvt. Ltd. • K-Watch Pvt. Ltd. • Nirvana Biosys Pvt. Ltd. 	<ul style="list-style-type: none"> • Marathon Electric Motors (India) Ltd. • Sudhir Gensets Ltd. • Sudhir Power Projects Ltd. • Kohinoor Foods Ltd. • Marathon Electric India Pvt. Ltd.
Membership / Chairmanships of Committees of other public Companies as at 31 st March, 2013	<ul style="list-style-type: none"> • Shivam Autotech Ltd. – Chairman, Audit Committee & Member – Shareholders Grievance Committee & Remuneration Committee. • Uniproducts (India) Ltd. – Member, Audit Committee & Chairman – Shareholders / Investors grievance Committee. Member - Remuneration Committee. • Claris Lifesciences Ltd. – Member, Audit Committee and Chairman, Shareholders Grievance Committee • Alchemist Asset Reconstruction Company Ltd. – Member, Share Transfer Committee and Member Asset Acquisition Committee 	NIL	Nil
Number of shares held in the Company as on 31 st March, 2013	Nil	Nil	Nil

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New Delhi – 110 001

Place : New Delhi

Dated : 29th May, 2013

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 29th Annual Report together with the Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2013.

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)				
		2012-13	2011-12	
1. Sales & Other Income		43,565.25	40,340.25	
2. Gross Profit (Before Interest and Depreciation) etc.		10,125.28	9,018.10	
Less :				
- Interest & Finance Charges	4,508.59		3,574.78	
- Depreciation	296.73	4,805.32	355.69	3,930.47
3. Net Profit before Tax		5,319.96	5,087.63	
Less :				
- Provision for Tax		1,588.42	1,720.78	
4. Net Profit After Tax but before prior period items		3,731.54	3,366.85	
Less:				
- Tax Provisions for earlier year		-69.87	91.375	
Net Profit after tax and prior period items		3,801.41	3,275.48	
Add :				
Surplus Profit Brought forward for Previous Year		16,889.86	14,468.68	
Balance available for appropriation		20,691.27	17,744.16	
6. Appropriations:				
Proposed Dividend @ 8%	475.08		200.41	
(Previous Year @ 10%)				
Dividend Tax thereon	80.74		32.51	
Transfer to General Reserve	600.00		600.00	
Transfer to Capital Redemption Reserve	39.73		17.83	
Dividend/Dividend Tax for earlier Years	-2.85	1,192.70	3.55	854.30
7. Surplus Profit Carried over to Balance Sheet		19,498.57	16,889.86	

Performance Review

The year 2012 has been a challenging one for Indian economy. The major part of the Financial Year 2012-2013 witnessed monetary tightening for arresting the inflationary pressures. International Monetary Fund (IMF) has estimated India's Gross Domestic Product (GDP) growth to

be 6.1% during the financial year 2012-13, which is far lower than what Indian economy achieved during its heydays of 2008-2009. With inflation rate being checked to a certain extent and Reserve Bank of India (RBI) softening cash reserve ratio, 2013 economy is forecasted to improve. The second half of 2013 is pegged

to see growth in the real estate sector.

The real estate sector in India assumed greater prominence with the liberalisation of the economy, as the consequent increase in business opportunities and labour migration led to rising demand for commercial and housing space. At present, the real estate and construction

sectors are playing a crucial role in the overall development of India's core infrastructure. The real estate industry's growth is linked to developments in the retail, hospitality and entertainment (hotels, resorts, cinema theatres) industries, economic services (hospitals, schools) and information technology (IT) – enabled services (like call centres) etc. and vice versa. Despite the challenges in Residential Real Estate, the sector is expected to grow in the year 2013.

Standalone Financials

Net revenue from Operations for the standalone entity increased to ₹435.65 Crores from ₹403.40 Crores in the previous year – a growth of 8%. The operating Profit (EBITDA) increased by 12%, from ₹90.18 Crores to ₹101.25 Crores. The profit after tax for the current year is Rs. 38.01 Crores as against ₹ 32.75 Crores for the last year – a growth of 16.06%.

Consolidated Financials

The Consolidated Net Revenue from operations increased to ₹ 463.62 Crores from ₹ 426.88 Crores – growth of 9%. Net profit after minority interest for the group for the current year is ₹ 44.04 Crores as against ₹ 35.89 Crores in the previous year – a growth of 23%.

Business Review

Over the last few decades, due to rapid urbanization, increase in income level, and positive demographics, the real estate sector in India has become a boon to the Real Estate Industry. However, owing to the slow growth of Indian economy in the last two years the growth in business is at decelerated pace. The Residential Real Estate Industry is expected to grow continuously for the next decade barring some interruptions on account

of economic and political reasons due to unavoidable factors as follows;

- a) Continuous growth in population.
- b) Migration towards urban areas
- c) Ample job opportunities in service sectors
- d) Growing income levels
- e) Rise in nuclear families
- f) Easy availability of finance.

Some of the problems being faced by the Real Estate Industry include deficiency of proper industry status, absence of title insurance, lack of land titles that are clear, not having enough financial resources, scarcity of labour, increasing cost of material and manpower and difficulties in getting approval for different procedures involved.

During the period various new Residential and Commercial Projects at Agra, Gurgaon and Indore were launched. The company is currently developing / building various projects at Gurgaon, Agra, Alwar, Meerut, Indore, Karnal, Yamunanagar, Jammu, Zirakpur, Jhansi, Lucknow, Muzaffarnagar, Rewari, Shahpur and Ghaziabad. The Company will be further expanding the development work in most of these locations and will soon be adding some more projects at new locations including a Township project in Ajmer. Handing over of possession of ready units is progressing well at various projects in Karnal, Yamunanagar, Zirakpur, Indore, Agra, Meerut, Jammu, Shahpur, NH24 Ghaziabad and Jhansi. The recent addition of new projects in NCR will help the Company to grow at a faster pace and achieve higher revenues in coming years. There are also strong indications of interest rates going down in near future to the benefit of the customers, the Company and barring

unforeseen circumstances, the outlook for Real Estate Industry remains positive.

Transfer to Reserves

The Company proposes to transfer a sum of Rs. 600 Lacs (Previous Year 600 Lacs) to the General Reserve out of the amount available for appropriation. An amount of Rs. 19498.57 lacs is proposed to be retained in Profit and Loss Account.

Dividend

Your Directors are pleased to recommend a dividend of Rs. 0.80 per Equity Share (@8%) on the paid up equity share capital of the Company for the financial year ended 31st March 2013. The total payout of the proposed dividend is Rs. 555.83 Lacs which includes Corporate Dividend Tax of Rs. 80.74 Lacs. The dividend will be paid to Members whose names appear in the Register of Members as on the record date for the purpose of dividend for the Financial Year 2012-2013. In respect of shares held in dematerialized form, it will be paid to the members whose names are furnished by National Security Depository Ltd. and Central Depository Services (India) Ltd. on behalf of owners as on that date. A motion for confirmation of the dividend for the year is being placed before the shareholders at the Annual General Meeting.

Unclaimed Dividend

Transfer of Amount to Investor Education and Protection Fund

Pursuant to the provision of section 205A (5) of the Companies Act, 1956, the relevant amount of Rs.6,50,344.50 (Rupees Six Lacs Fifty Thousand Three Hundred Forty Four and paise Fifty only) against the Final dividend for the Financial Year 2005-2006 which remain unpaid or

unclaimed for a period of seven years have to be transferred by the company to the Investor Education and Protection Fund by 05.11.2013. Shareholders are also requested to please send their stale / outdated final dividend warrants issued by the company on 16.10.2006 for the financial year 2005-2006 to the Company for issuing pay orders / demand drafts as the case may be to the Shareholders from whom the requisite request are received otherwise the company would have no other option but to transfer this amount also to the Investor Education Protection Fund by 05.11.2013 which is the last date for transfer of this amount. The letters in this respect have already sent to the respective shareholders whose final dividend warrants are unpaid / unclaimed for the financial year 2005-2006 as per record of the Company. No further correspondence would be entertained after such unpaid\ unclaimed dividend amount are transferred to the Investor Education Protection Fund. Once unclaimed dividend is transferred to IEPF, no claim shall lie further in respect thereof.

Service of Documents through Electronic Mode.

In furtherance of the Green Initiative in Corporate Governance announced by the Ministry of Corporate Affairs, the Company had requested the shareholders to register their email addresses with the Registrar / Company for receiving the Report and Accounts, Notices etc. in electronic mode.

Shareholders who have not registered their email addresses are once again requested to register the same with the Registrar / Company. The email request with regard to form for such registration

can be sent to ansalhousinggogreen@linkintime.co.in.

Management Discussion and analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented hereunder forming part of the Annual Report.

i) Segment-wise analysis

Revenue of the Company is generated from two segments namely Development of Real Estate and Restaurants (Hospitality).

The Hospitality Division is performing well with a turnover of approx. Rs. 10.15 Crores with reasonable profits in the Financial Year 2012-2013. Total 144 employees are engaged in this Division. The Division has the Brand mainly "The Great Kabab Factory" which have been franchised from U Mac Hospitality Pvt. Ltd. The Division has spread its wings by opening new Restaurants named Qzine Diner at Vaishali, Ghaziabad and Qzine Sports Bar at Noida, U.P.

ii) Outlook

In 2012 we saw subdued interest in real estate due to inflationary pressures and rising interest rates in India, coupled with the ongoing economic crisis in the Eurozone and US. GDP growth progressions for the country have been fairly narrow and revised lower continually over the last few months, with the economy expected to grow at an abysmal rate or just 5.3% - 5.5% in 2013. Additionally, disputes

related to land acquisition, delays in regulatory processes and project clearances have weighed down the aggregate demand.

iii. Internal Control systems and their adequacy.

Risk Management

The roles and responsibilities of the various entities in relation to the risk management ranging from strategic to operational levels is carried out by the designated entities. Their effective implementation and independent monitoring is done by Internal Audit. The Audit Committee of the Board reviews the Internal Audit findings and provides guidance on internal controls. It ensures that Internal Audit recommendations are effectively implemented. The Senior Management periodically reviews the risk management so as to address the emerging challenges from time to time. The Audit Committee of your Board met four times during the Financial Year 2012-2013.

It reviewed, inter-alia the adequacy and effectiveness of the Internal Control Systems and monitored implementation of Internal Audit recommendations and overlooked other financial disclosures.

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 is maintained across the Company.
- All assets and resources are acquired