



# Enriching Living Styles



Ansals Highland Park, Gurgaon



Ansal Heights, Gurgaon



Ansal Heights 86, Gurgaon



Estella, Gurgaon



Ansals Hub 83, Gurgaon



Ansals Town Walk, Gurgaon

## ANNUAL REPORT 2013-2014

# 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 Maharaj Kishen Trisal	<i>Director</i>
	Shri Kushagr Ansal	<i>Wholetime Director</i>
<b>Executive Director</b>	Shri K.K. Singhal	
<b>President (Projects)</b>	Shri Karun Ansal	
<b>Advisor (Marketing &amp; Business Development)</b>	Shri Rajesh Katyal	
<b>Chief Financial Officer</b>	Shri Sanjay Mehta	
<b>V.P. (Services)</b>	Col. P.K. Singhal	
<b>V.P. (Finance)</b>	Shri Tarun Kathuria	
<b>Addl. V.P. (Sales &amp; Accounting)</b>	Shri Vijay Mahajan	
<b>Addl. V.P. (HR &amp; Admn.)</b>	Shri Sabu Thomas	
<b>Addl. V.P. (Taxation)</b>	Shri S. S. Kaushik	
<b>Addl. V.P. &amp; Company Secretary</b>	Shri S. N. Grover	
<b>Statutory Auditors</b>	M/S Khanna & Annadhanam, Chartered Accountants, 706, Akash Deep, 26A, Barakhamba Road, New Delhi-110 001.	
<b>Bankers</b>	Canara Bank, Axis Bank Ltd., UCO Bank, Punjab National Bank.	
<b>Financial Institutions</b>	Housing Development Finance Corporation Ltd., SICOM Ltd., Kotak Mahindra Prime Ltd.	
<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, <b>Agra-282 002</b> , U.P. Ansals Emerald Heights, Taj Nagari, Phase-II, Near Fatehabad Road, <b>Agra</b> , U.P. Ansal Town, Sikar Bye Pass Road, Opp. AIT College, Nr. Dhev Dham Hostel, <b>Ajmer-305 001</b> , Rajasthan. 200 Ft. Rajgarh Road, Near New Sadar Thana, <b>Alwar</b> , Rajasthan. Ansal Green Colony, Near Paragarh Chichli, Kolar Road, <b>Bhopal</b> , M.P. Ansal Plaza, 2nd Floor, Sector-1, Vaishali, <b>Ghaziabad-201 010</b> , U.P. Ansals Tanushree, Village Mehrauli, Near Indian Oil Petrol Pump, NH-24, <b>Ghaziabad</b> , U.P. Ansals Elegance, Aavantika Extn., (Nr. Ansals Chiranjiv Vihar), <b>Ghaziabad</b> , U.P. FF 112A, Shivam Building, Raj Nagar Distt. Centre, <b>Ghaziabad</b> , U.P. GNG Towers, 2nd floor, Building No. 10, Sector 44, Near Huda City Centre Metro Station, <b>Ghaziabad-122001</b> , U.P. Ansal Town, Ansal Club Royale, Talawali Chanda, A.B. Road, <b>Indore-453771</b> , M.P. Ansals Grace, Adjoining Sector - D, Near Heritage School, Sainik Colony, Srinagar Bypass Road, <b>Jammu-180 011</b> , J & K. Ansals Palm Court, Shop No. 6, 1st Floor, Opp. MLB Medical College, Kanpur Road, <b>Jhansi</b> , U.P. Ansal Town, Sector-36, (Adjacent Sector-4), Near Namaste Chowk, <b>Karnal</b> , Haryana Ansals Herman City, HUDA, Sector - 31, Opp. Sector 2/3, G.T. Road, <b>Kurukshetra</b> , Haryana R-207, Nehru Enclave, Gomti Nagar, <b>Lucknow-226 010</b> , U.P. 147, Ansal Bachittar Enclave, Bhamia, Chandigarh Road, Village Kuliawal, <b>Ludhiana</b> , Punjab. Ansal Town Muzaf ar Nagar, Ground Floor, opp. Gandhi Polytechnic, Bhopa Road, <b>Muzaffar Nagar</b> , U.P. Juhu Hill Crest , Flat No. 02, Plot No. 07, Guru Nanak Road No 10, J.V.P.D. Scheme, Juhu, <b>Mumbai -400049</b> , Maharashtra. C-106, 1st Floor, Metro Plaza, Delhi Road, <b>Meerut</b> , U.P. SCO-34, Ground Floor, MDC, Sector-5, Swastik Vihar, <b>Panchkula</b> , Haryana. Ansal Town, Opp. Sector-4, Bypass Road, Sector-19, <b>Rewari</b> , Haryana-123 401. Ansal Town, SCO-179, Ground Floor, Commercial Belt, Sec-17, HUDA Jagadhari, <b>Yamuna Nagar</b> , Haryana-135 003 Ansals Woodbury Apartments, Near PSEB Grid, Nabha - Pabhat Road, <b>Zirakpur</b> , Punjab A-65, Perth Paradise, Gurugoda, Opp. Bodyline Factory, Horana Ratanpura Road, Horana, <b>Srilanka</b> .	
<b>Overseas</b>		

Email : [ahcl@ansals.com](mailto:ahcl@ansals.com), Email ID : Investor Relations: [sect@ansals.com](mailto:sect@ansals.com), Web Site : [www.ansals.com](http://www.ansals.com)

# NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of the Company will be held on Thursday, the 25th September, 2014 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 of the Company as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date and the Directors' Report and Auditors' Report thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2014.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof, M/s. Khanna & Annadhanam, Chartered Accountants, New Delhi (Firm Registration No. 001297N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Thirtieth Annual General Meeting until the conclusion of the Thirty First Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Statutory Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the Financial Year ending 31st March, 2015."

## SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sham Lal Chopra (holding DIN 00183194), Director of the Company whose existing term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Surrinder Lal Kapur (holding DIN 00033312), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ashok Khanna

(holding DIN 01510677), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

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

**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Maharaj Kishen Trisal (holding DIN 00059545), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Chandra Wadhwa & Co., Cost Accountants, appointed by the Board of Directors of the Company, to

conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid a total remuneration of Rs. 5,00,000 (Rupees Five Lakhs only) plus out of pocket expenses as recommended by the Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** pursuant to Section 73 and Section 76 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and any other applicable provisions

of the Companies Act, 2013 and all other applicable rules & regulations, subject to provisions of the Memorandum and Articles of Association of the Company and subject to such conditions, approvals and permissions, as may be necessary, the approval of the members of the Company be and is hereby accorded to invite, accept or renew unsecured/secured deposits or receive money by way of loan or in any other form, from public and/or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms & conditions as the Board of Directors of the Company in their discretion deem fit and necessary.

**RESOLVED FURTHER THAT** the Board of

Directors of the Company be and is hereby authorized to do all acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

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

**"RESOLVED THAT** the retirement by rotation of Mr. Pradeep Anand (holding DIN 00088653), Director of the Company at this Annual General Meeting be and is hereby noted.

**RESOLVED FURTHER THAT** the Addl. V.P. & Company Secretary be and is hereby authorised to file requisite statutory form with the Ministry of Corporate Affairs and intimate the Stock Exchanges and other authorities, wherever necessary, regarding retirement of Mr. Anand."

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

**Regd. Office:**

15 UGF, Indra Prakash, 21 Barakhamba Road,  
New Delhi – 110 001  
CIN: L45201DL1983PLC016821  
Website: www.ansals.com

Place : New Delhi

Dated : 14th August, 2014

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**THE PROXY FORM TO BE VALID AND EFFECTIVE SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 4 to 10 of the Notice convening the Meeting is annexed hereto.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 20th September, 2014 to Thursday, the

25th September, 2014 (both days inclusive) for the purpose of payment of dividend.

4. The dividend of Re. 0.80 per equity share has been recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2014, and if declared at the meeting, will be paid on or after the 26<sup>th</sup> September, 2014:
  - (i) to those members holding shares in physical form, whose names would appear on the Register of Members of the Company, at the close of business hours on Thursday, the 25th September, 2014 after giving effect to all valid transfers in physical form lodged with the Company on or before Friday, the 19th September, 2014 and
  - (ii) in respect of the shares held in electronic form, on the basis of the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)

at the close of business hours on Friday, the 19th September, 2014.

5. A Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
6. A person appointed as Proxy shall act on behalf of not more than 50 Members and holding not more than 10 percent of the total share capital of the Company. However, a Member holding more than 10 percent of the total share capital of the Company may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. In accordance with the provisions of the clause 49 of the Equity Listing Agreements, a brief profile of the Directors proposed

(S. N. Grover)

Addl. V.P. & Company Secretary



- to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of committees of directors is set out in the explanatory statement annexed to this Notice.
9. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2013-14 are being sent by e-mail to those Members who have registered their e-mail addresses with the Company in respect of shares held in physical form or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories.
  10. The Annual Report for the Financial Year 2013-14 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.ansals.com](http://www.ansals.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
  11. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or Ballot Paper Process, the said resolutions will not be decided on a show of hands at the Meeting.
  12. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
  13. Members holding shares in electronic form may please note that dividend in respect of the shares held by them will be credited to their bank account as per the details furnished by the respective Depositories to the Company as per the applicable regulations of the Depositories. The Company will not be in a position to entertain any direct request from such Members for change / deletion in their bank details. Further, instructions, if any, already given by members in respect of shares held in physical form will not be automatically applicable to the dividend payable on shares held in electronic form. Members may therefore give instructions to their DP directly regarding bank accounts in which they wish to receive dividend.
  14. The Company proposes the payment of dividend, if declared, through National Electronic Fund Transfer (NEFT), National Electronic Clearing Services (NECS) or by way of dispatch of physical dividend warrants with Bank Details as furnished by the Members. Members holding shares in physical mode are advised to immediately submit the NEFT / Bank Details alongwith IFSC to the Company's Registrar and Transfer Agent – M/s. Link Intime India Pvt. Ltd. (LIPL) or notify the changes, if any, to LIPL and Members holding the shares in dematerialized mode are advised to submit the Bank Details alongwith IFSC or notify the changes, if any, in their Bank Details to their respective DP. NECS mandate form is being sent alongwith the Annual Report so as to enable the shareholders to update their address and bank particulars and ensure timely and faster credit of dividend to their bank account.
  15. Members are requested to bring the Attendance Slip to the meeting. Members who hold shares in dematerialized form are requested to provide their DP Id and Client Id for verification / identification.
  16. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is now available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent – LIPL.
  17. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agent- LIPL.
  18. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (corresponding Section 124 of the Companies Act, 2013 not yet notified), the Company has transferred the unclaimed / unpaid dividend for the financial years upto 2005-06, to the Investor Education and Protection Fund of the Central Government ("the Fund") on expiry of seven years from the date of declaration in terms of the provisions of Section 205A of the Companies Act, 1956. The unpaid dividend for the financial year 2006-07 will become due for transfer to the Fund, on 3<sup>rd</sup> November, 2014. Members who have not yet encashed the dividend warrants for any of the financial years from 2006-07 to 2012-13 are once again requested to make their claims immediately to the Company or the Company's Registrar & Transfer Agent - LIPL for issuance of duplicate / revalidated dividend warrant/s.
  19. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - LIPL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
  20. The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
  21. As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting.
  22. **Members may please note that no gifts will be distributed at the Meeting.**
- Voting through electronic means**
- In compliance with the provisions of clause 35B of the Equity Listing Agreements, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members to enable them to exercise their right to vote on all matters listed in this Notice by electronic means. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.
- The instructions for members for voting electronically are as under:-**
- In case of members receiving e-mail:**
- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name and the last 8 digits of the demataccount/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the DP or the Company, please enter the number of shares held by you as on the cut of date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If

you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

#### In case of Members receiving the Notice by Post (physical copy):

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### General Instructions:

- The e-voting period will commence on Thursday, the 18th September, 2014 (10.00 a.m.) and ends on Saturday, the 20th September, 2014 (5.00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- The voting rights of Members shall be in proportion of their shares in the total paid-up equity share capital of the Company as on 22<sup>nd</sup> August, 2014.
- Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Practising Company Secretary has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of three working days from the

**Members are requested to bring their copy of Annual Report at the meeting.**

conclusion of the e-voting period submit his report in respect of the votes cast in favour or against each of the resolutions as set out in this Notice, to the Chairman of the Company.

- The Results shall be declared by the Chairman of the Company on or before Saturday, the 27<sup>th</sup> September, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz., [www.ansals.com](http://www.ansals.com) and on the website of CDSL within three days of the Meeting.
- In terms of clause 35B of the Equity Listing Agreements, the Company in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form alongwith this Notice.

- A Member desiring to exercise his/her vote by Postal Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his expense, such Ballot Forms will also be accepted.
- The Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Wednesday, the 24th September, 2014. Any Ballot Form received after the said date shall

be treated as if the reply from the Member(s) has not been received.

- All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof upto Wednesday, the 24th September, 2014.
- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the Meeting venue.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

Mr. Sham Lal Chopra, aged 92 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in September 1987.

Mr. Chopra is a B.A., CAIIB, FCS (London). He has done Business Management from Delhi University. He is having extensive experience of Banking and Finance. He retired as the Chairman and Managing Director from Punjab National Bank.

Mr. Chopra is the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Committee of Directors and Committee for Preferential Issue of Shares of the Company. He is also a member on the Selection Committee, Committee for Buy-back of Equity Shares of the Company and Committee for issue of Bonus Shares of the Company. He is not a director in any other public limited company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Chopra retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Chopra, being eligible and of ering himself for

appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Mr. Chopra as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Chopra fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Chopra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chopra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Chopra as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Chopra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4. This Explanatory

Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

### Item No. 5

Mr. Surrinder Lal Kapur, aged 77 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June 2006.

Mr. Surrinder Lal Kapur is M.A. (Maths) and LL.B. He has expertise in Commerce and Industry. He has more than 27 years experience in Government of Punjab on various assignments including Chief Secretary, Home Secretary, Financial Commissioner (Taxation). He retired from the post of a Member of the Board for Industrial and Financial Reconstruction (BIFR). He has served as Director on the Board of various Financial Institutions like IFCI, SIDBI and Central Public Sector Enterprises like CCI and Co-operatives like NCDC, IFFCO and Punjab Markfed. He is also on the Board of renowned companies.

Mr. Kapur is the Member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Selection Committee, Committee for Preferential Issues of the Shares and Committee for Issue of Bonus Shares of the Company. He is a director in Alchemist Asset Reconstruction Company Ltd., Uniproducts (India) Ltd., Shivam Autotech Limited

& Claris Life Sciences Ltd. He is the Chairman of Audit Committee of Shivam Autotech Ltd., Shareholders/Investors Grievances Committee of Uniproducts (India) Ltd. and Shareholders Grievance Committee of Claris Life Sciences Ltd. He is a Member of Share Transfer Committee & Asset Acquisition Committee of Alchemist Asset Reconstruction Company Ltd., Audit Committee and Remuneration Committee of Uniproducts (India) Ltd. Shareholders Grievances Committee & Remuneration Committee of Shivam Autotech Ltd. and Audit Committee of Claris Life Sciences Ltd. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Kapur is a non-executive Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Kapur, being eligible and of ering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Mr. Kapur as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Kapur fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Kapur as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kapur as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kapur as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Kapur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with

the Stock Exchanges.

#### **Item No. 6**

Mr. Ashok Khanna, aged 66 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July 2000.

Mr. Ashok Khanna is a First Class B.Tech (Honours) Textile Ethnologist from Bradford University, England. He is a renowned Industrialist. He is on the Board of renowned companies and Chairman, States Co-ordination Committee of ASSOCHAM.

Mr. Khanna is the Chairman of the Corporate Social Responsibility (CSR) Committee and a Member of the Audit Committee and the Stakeholders' Relationship Committee of the Company. He is the Chairman of Khanna Watches Ltd., the promoters of K-Watch brand of quality Quartz Wrist watches. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Khanna is a non-executive Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Khanna, being eligible and of ering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Mr. Khanna as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Khanna fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Khanna as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Khanna as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Khanna as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Khanna, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **Item No. 7**

Mr. Maharaj Kishen Trisal, aged 60 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February 2013.

Mr. Trisal is a qualified Electrical Engineer from Thapar University. He has got 17 years experience in various companies. He joined General Electric in December, 1996 as Vice President of New Product Introduction (NPI) for GE Motors India and took charge as the Managing Director (Sales), Asia Pacific operations for GE Motors & Controls. In 2002, Mr. Trisal also simultaneously held CEO position of GE Power Controls India following its acquisition by GE from GEC Alsthom. He retired as the President and the Chief Executive Officer of Marathon Electric Motors India Ltd. and Marathon Electric India Pvt. Ltd. on 31<sup>st</sup> December, 2013.

Mr. Trisal is the Member of the Corporate Social Responsibility (CSR) Committee and Nomination and Remuneration Committee of the Company. He is a director in SudhirGensets Ltd., RBC Motors India Ltd., Sudhir Power Projects Ltd., Kohinoor Foods Ltd., Sudhir Transformers Ltd. and Sudhir Sales & Services Ltd. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Trisal is a non-executive Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Trisal, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Mr. Trisal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Trisal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Trisal



as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Trisal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Trisal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Trisal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **Item No. 8.**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2015.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to

be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the shareholders.

#### **Item No. 9**

Your Company had been accepting deposits from its shareholders, employees and public as permissible under the provisions of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975.

However, with the commencement of the Companies Act, 2013, deposits are now governed by the new law and rules framed thereunder according to which approval of the shareholders is required by way of a Special Resolution for inviting/accepting/renewing deposits and subject to fulfilment of certain conditions including credit rating, filing of circular or circular in the form of advertisement etc. Further, the deposits can be accepted subject to other provisions and within overall limits prescribed under the Companies Act, 2013.

The Public Deposit Programme of the Company has been rated as "INDtA-" by India Rating and Research Pvt. Ltd. vide its letter dated August 13, 2014.

The Board of Directors of your company, in its meeting held on 14<sup>th</sup> August, 2014, has approved the proposal for inviting and accepting deposits in terms of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and recommends the resolution set out at Item No. 9 of the notice for approval of the members of the Company as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

#### **Item No. 10**

Mr. Pradeep Anand is a Non-Executive (Independent) Director of the Company. He joined the Board of the Directors of the Company in July 2000. Mr. Anand retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956.

No director, key managerial personnel or their relatives, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 10 for approval of the members.

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

#### **Regd. Office:**

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

CIN: L45201DL1983PLC016821

Website: [www.ansals.com](http://www.ansals.com)

Place : New Delhi

Dated : 14th August, 2014

(S. N. Grover)

Addl. V.P. & Company Secretary

### **MEMBERS' ATTENTION**

The Ministry of Corporate Affairs has taken a "Green Initiative" 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. Members who hold shares in physical form are requested to register their E-mail IDs with M/s. Link Intime India Pvt. Ltd., 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi-110 028 on E-mail ID of the Registrar and Transfer Agent viz. [ansalhousinggogreen@linkintime.co.in](mailto:ansalhousinggogreen@linkintime.co.in) or of the Company viz. [ahcl@ansals.com](mailto: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.

# DIRECTORS' REPORT

*Dear Shareholders,*

The Directors of your Company have pleasure in presenting the 30<sup>th</sup> Annual Report of your Company together with the Audited Statement of Accounts of the Company for the Financial Year ended 31<sup>st</sup> March, 2014.

## Financial Performance

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

(Figures in ₹ Lacs)				
		2013-14	2012-13	
1. Sales & Other Income		61,900.63	43,565.25	
2. Gross Profit (Before Interest and Depreciation) etc.		11,383.23	10,125.28	
Less :				
- Interest & Finance Charges	4,946.24		4,508.59	
- Depreciation	303.70	5,249.94	296.73	4,805.32
3. Net Profit before Tax		6,133.29	5,319.96	
Less :				
- Provision for Tax		2,195.65		1,588.42
4. Net Profit After Tax but before prior period items		3,937.64	3,731.54	
Less:				
- Tax Provisions for earlier year		35.74		-69.87
5. Net Profit after tax and prior period items		3,901.90	3,801.41	
Add :				
Surplus Profit brought forward from previous year		19,498.57		16,889.86
Balance available for appropriation		23,400.47		20,691.27
6. Appropriations:				
Proposed Dividend @ 8%	475.09		475.08	
(Previous Year @ 8%)				
Dividend Tax thereon	71.84		80.74	
Transfer to General Reserve	15,000.00		600.00	
Transfer to Capital Redemption Reserve	--		39.73	
Dividend/Dividend Tax for earlier years	--	15,546.93	-2.85	1,192.70
7. Surplus Profit carried over to Balance Sheet		7,853.54		19,498.57

## Performance Review

The financial year 2013-14 was a drag for the Indian economy with poor macro-economic conditions. Slowing income growth, sustained weakness in the rupee, sky-rocketing inflation and high borrowing rates combined to make consumers vary of spending. However, an emerging

economy is never short of opportunities and particularly the residential real estate industry in India, where the shortage of homes stands at around 19 million units out of which 95% is in the economically weaker section and low-income group categories. The Indian retail realty sector is projected to grow at around 15 per cent

year-on-year over the next 3-5 years as estimated by the International Monetary Fund (IMF). Real Estate Development, once restricted to bigger cities, has shown marked progress in smaller cities and towns owing to availability of easy bank loans, higher earnings and improved standard of living.