By Courier

ansal HOUSING & CONSTRUCTION LTD.

An ISO 9001:2008 Company

Registered & Head Office : 15, UGF, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001
Ph.: +91-11-43577100 Fax : +91-11-23350847 www.ansals.com e-mail : ahcl@ansals.com

Ref. no.: SECY/S-16/2012

16th October, 2012

Mr. Robert A.Y. DCS - CRD Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai – 400 001**	The Manager (Listing) National Stock Exchange of India Ltd., "Exchange Plaza", Bandra-Kurla Complex, Bandra (E) **Mumbai :- 400 051**
COMPANY NO. 507828	**SYMBOL: ANSALHSG** **SERIES : EQ.**

Dear Sir,

As per clause 31(d) of the Listing Agreement, we enclose herewith certified copy of Minutes of Annual General Meeting of the shareholders held on 26th September, 2012.

This is for your information please.

Thanking you,

Yours faithfully,
For ANSAL HOUSING & CONSTRUCTION LTD.

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

Encl: As above

MINUTES OF 28TH ANNUAL GENERAL MEETING OF M/S ANSAL HOUSING & CONSTRUCTION LTD. HELD ON WEDNESDAY, THE 26TH SEPTEMBER, 2012 AT 11.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE AND SCHOOL, PRAGATI VIHAR, LODHI ROAD, NEW DELHI – 110 003

PRESENT

1.	Members in Person	3648 Nos.
2.	Members by Proxy	131 Nos.
	Total	3779 Nos.

THE FOLLOWING DIRECTORS WERE PRESENT

1. Shri Deepak Ansal
2. Shri S.L. Chopra
3. Shri S.L. Kapur
4. Shri Pradeep Anand
5. Shri Kushagr Ansal

Shri Deepak Ansal took the Chair and declared the meeting open.

The Register of Directors' Shareholdings under section 307 of the Companies Act, 1956 and other relevant documents mentioned in the explanatory statement, annexed with the Notice, were kept open for inspection by members during the meeting.

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS

The Chairman & Managing Director addressed the 28th Annual General Meeting and reviewed the overall working of the Company. The Notice convening the Annual General Meeting and Directors' Report were taken as read with the consent of the members. Thereafter, the Chairman and Managing Director called upon the Company Secretary to read the Auditor's Report and accordingly the same was read by the Company Secretary.

At this stage, the Chairman and Managing Director invited the members for discussions on the Annual Accounts. A few queries were raised by the members and the same were satisfactorily replied to by the Chairman and Managing Director.

Shri Ashok Jain, a member present in person proposed the following Resolution as an Ordinary Resolution and it was seconded by Shri S.K. Agarwal, another member.

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For Ansal Housing & Construction Ltd.

Sr. V. P. & Company Secretary

Chairman's Initial

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and Profit and Loss Account for the Financial Year ended 31st March, 2012 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted".

Chairman and Managing Director put the above Resolution to vote and the same were approved by members unanimously.

2. **DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012.**

Proposed by : Shri Ajay Khurana., a member present in the Meeting.

Seconded by : Shri K.G. Sahni, another member present in the Meeting.

"RESOLVED THAT the Dividend @10% on the Paid-up Equity Share Capital of the Company as recommended by the Board of Directors be and is hereby declared and approved for payment out of the current profits of the Company for the financial year ended 31st March, 2012 to those shareholders whose name appear ;

i. As beneficial Owners as per list to be furnished by the Depositories in respect of the shares held in demat form.

ii. As Members on the Register of members of the Company as on September 26, 2012 after giving effect to all valid share transfers in physical form which had been received by the Company upto and of Business hours on September 20, 2012.

On being put to vote by the Chairman, the above Resolution was carried unanimously.

3. **RE-APPOINTMENT OF SHRI S.L. CHOPRA AS DIRECTOR OF THE COMPANY.**

Proposed by Shri H.S. Batra, a member present in the Meeting.

Seconded by Shri Prem Chachra, another member present in the Meeting.

"RESOLVED THAT Shri S.L. Chopra, who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company".

On being put to vote by the Chairman, the above Resolution was carried unanimously.

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For Ansal Housing & Construction Ltd.

Chairman's Initial

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Sr. V. P.& Company Secretary

4. **RE-APPOINTMENT OF SHRI PRADEEP ANAND AS DIRECTOR OF THE COMPANY.**

Proposed by — Shri B.R. Nayyar, a member present in the Meeting.

Seconded by — Shri M.P. Bhutani, another member present in the Meeting

"RESOLVED THAT Shri Pradeep Anand, who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company".

On being put to vote by the Chairman, the above Resolution was carried unanimously.

5. **APPOINTMENT OF STATUTORY AUDITORS**

Proposed by — Shri Ravi Shankar Kapoor, a member present in the Meeting.

Seconded by — Shri J.K. Gupta, another member present in the Meeting

"RESOLVED THAT the retiring Statutory Auditors of the Company M/s Khanna & Annadhanam, Chartered Accountants, New Delhi be and are hereby re-appointed Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration to be fixed by the Board".

On being put to vote by the Chairman, the above Resolution was carried unanimously.

SPECIAL BUSINESS

Shri Deepak Ansal being interested Director vacated the Chair for item nos. 6 & 7 and requested Shri S.L. Chopra to take Chair for item nos. 6 & 7. Accordingly Shri S.L. Chopra Chaired the meeting for item nos. 6 & 7.

6. **REAPPOINTMENT AND REMUNERATION OF SHRI DEEPAK ANSAL, CHAIRMAN & MANAGING DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS W.E.F. 1ST APRIL, 2013**

Proposed by : Shri S.K. Agarwal

Seconded by : Shri Ravi Shankar Kapoor

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For Ansal Housing & Construction Ltd.

Sr. V. P.& Company Secretary

Chairman's initial

"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 THTAT 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".

On being put to vote the above Resolution was passed unanimously as Ordinary Resolution.

7. **REVISION IN THE REMUNERATION OF MR. KARUN ANSAL, PRESIDENT (PROJECTS) OF THE COMPANY.**

Proposed by : Shri N.C. Agarwal

Seconded by : Shri Pradeep Kapoor

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Sr. V. P.& Company Secretary

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DRAFT 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 Rs. 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.

On being put to vote the above Resolution was passed unanimously as Special Resolution.

Shri S.L. Chopra vacated the Chair and requested Shri Deepak Ansal to take the Chair for rest of the Meeting. Shri Deepak Ansal accordingly took the Chair for the rest of the Meeting.

8 **APPROVAL FOR PAYMENT OF COMMISSION TO ALL NON-EXECUTIVE DIRECTORS OF THE COMPANY IN ADDITION TO THE SITTING FEES**

Proposed by : Shri Prem Chachra

Seconded by : Shri Ravi Shanker Kapoor

"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

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accorded for making payment of Commission to all Non-executive Directors of the Company, in aggregate, upto 1% of the net profit of the Company calculated in accordance with the provisions of section 349 & 350 of the Companies Act, and to be disbursed to the Non-executive Directors in such manner as may be determined by the Board of Directors of the Company, subject to the conditions that the commission payable to each individual non-executive director shall not exceed Rs. 2,50,000/- per annum and such payments shall be made out of profits of the Company for each year, for a period of three years commencing from financial year 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".

On being put to vote the above Resolution was passed unanimously as Special Resolution.

9. **VOTE OF THANKS**

A vote of thanks to the Chair was;

i) Proposed by : Shri H.S. Batra

ii) Seconded by : Shri Rajat Jain

This was passed unanimously.

Thereupon, the Chairman & Managing Director declared the meeting closed and thanked all the members for attending the same.

26/9/12

CHAIRMAN

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For Ansal Housing & Construction Ltd.

Sr. V. P.& Company Secretary

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