



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-16/2011

13th October, 2011

Mr. Robert A.Y. DSS - CRD Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai - 400 001</u>	✓ The Manager (Listing) National Stock Exchange of India Ltd., "Exchange Plaza", Bandra-Kurla Complex, Bandra (E) <u>Mumbai :- 400 051</u>
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 28th September, 2011.

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

MINUTE BOOK

MINUTES OF 27TH ANNUAL GENERAL MEETING OF M/S ANSAL HOUSING & CONSTRUCTION LTD. HELD ON WEDNESDAY, THE 28TH SEPTEMBER, 2011 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	3436 Nos.
2.	Members by Proxy	152 Nos.
	Total	<u>3588 Nos.</u>

THE FOLLOWING DIRECTORS WERE PRESENT

1. Shri Deepak Ansal
2. Shri S.L. Chopra
3. Shri S.L. Kapur
4. 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 27th 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 K.G. Sahani, a member present in person proposed the following Resolution as an Ordinary Resolution and it was seconded by Shri Ajay Khurana, another member.

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For Ansal Housing & Construction Ltd.

Mahesh Jaiswal

Chairman's
Initial

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"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the Financial Year ended 31st March, 2011 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, 2011.

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

Seconded by : Shri S.K. Agarwal, another member present in the Meeting.

"RESOLVED THAT the Dividend @8% 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, 2011 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 28, 2011 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 22, 2011.

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

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

Proposed by Shri Rameshwar Dayal Gupta, a member present in the Meeting.

Seconded by Shri D.D. Sardana, another member present in the Meeting.

"RESOLVED THAT Shri S.L. Kapur, 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.

(Signature)

Sr. V.P. & Company Secretary

Chairman's
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4. RE-APPOINTMENT OF SHRI ASHOK KHANNA AS DIRECTOR OF THE COMPANY.

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

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

"RESOLVED THAT Shri Ashok Khanna, 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 J.K. Gupta, a member present in the Meeting.

Seconded by Shri Pradeep Sood, 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 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 OF SHRI KUSHAGR ANSAL, WHOLETEIME DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS W.E.F. 1ST OCTOBER, 2011.

Proposed by : Shri Puran Chand Sharma

Seconded by : Shri Pradeep Kapoor

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 read with Schedule - XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and rules

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made thereunder and any amendments thereto or statutory modifications or re-enactment thereof and subject to the approval of the Central Govt., if necessary and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Kushagr Ansal as Wholetime Director of the Company for a further period of 5 (five) years from 01.10.2011 to 30.09.2016 on the remuneration and the terms and conditions as set out below:

1. **BASIC SALARY**

Basic Salary of Rs. 4,75,000/- (Rupees Four Lacs Seventy Five Thousand only) per month in the grade of Rs. 475000-75000-550000-100000-950000.

2. **COMMISSION ON NET PROFITS**

Upto 1% of the net profits of the Company for each Financial Year as computed under provisions of Sections 349 and 350 of the Companies Act, 1956.

3. **PERQUISITES**

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

CATEGORY 'A'

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

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

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

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

CATEGORY 'B'

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

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For Ansal Housing & Construction Ltd.

Robind J. Ansal

Sr. V.P. & Company Secretary


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- Company's contribution to provident Fund @12% of the salary or at such other rate as per the laws applicable in this behalf from time to time.
- Company's contribution towards Superannuation Fund as per the rules of the Company's Superannuation Scheme as may be applicable from time to time.
- Gratuity in accordance with the Rules of the Company as applicable to the Senior Executives of the Company for each completed year of service.
- Encashment of leave at the end of the tenure.

CATEGORY 'C'

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

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

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to vary and/or revise the remuneration of Mr. Kushagr 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 Wholtime Director, payment of salary, perquisites and other allowances shall be as aforesaid subject to the limits/approvals prescribed under section II of the Part - II of the Schedule - XIII of the Companies Act, 1956, as applicable from time to time and the actual remuneration payable shall be approved by the Board of Directors of the Company."

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

7. APPOINTMENT OF MRS. NEHA ANSAL AS PART TIME CONSULTANT (BUSINESS ADVISORY SERVICES) OF THE COMPANY WITH EFFECT FROM 1ST OCTOBER, 2011.

Proposed by : SHRI B.R. NAYYAR

Seconded by : SHRI MAHENDER PAL BHUTANI

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For Ansal Working & Co. Pvt. Ltd.

(Signature)

(Signature)
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"RESOLVED THAT the Company hereby accords its approval and consent under section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 to the holding of an office of profit by Mrs. Neha Ansal (daughter-in-law of Mr. Deepak Ansal, Chairman & Managing Director of the Company and wife of Mr. Karun Ansal who is younger brother of Mr. Kushagr Ansal, Wholetime Director of the Company) as Part-Time Consultant (Business Advisory Services) of the company for a period of three years w.e.f. 1st October, 2011 on a consolidated remuneration of Rs. 45,000/- per month".

On being put to vote the above Resolution was passed unanimously as a 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 INSERTION OF NEW ARTICLES IN ARTICLES OF ASSOCIATION OF THE COMPANY

Proposed by : SHRI RAVI SHANKER KAPOOR

Seconded by : SHRI AJAY KHURANA

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, and any statutory modification or re-enactment thereof, for the time being in force, the Articles of Association of the Company be and are hereby altered by inserting the following two new Articles i.e. 67A and 110A after existing Article 67 and Article 110 respectively".

67A: Participation in General Meeting(s) of the Members through electronic mode like video conferencing etc.

- (1) Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations, etc. made there under or the Listing Agreement with Stock Exchanges, from time to time, allow the member(s) of the Company to participate in the General Meeting(s) of the members through any type of electronic mode like video conferencing etc. and the

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members so participating shall be deemed to be present in such General Meeting(s) for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

- (2) For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time to time by Ministry of Corporate Affairs (MCA), Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority (ies) in this regard.

110A Participation in Meeting(S) of Directors through electronic mode;

- (1) Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations etc. made there under or the Listing Agreement with Stock Exchanges, from time to time, the Director(s) may participate in the meeting(S) of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc. and the Director(s) so participating shall be deemed to be present in the meeting for the purposes of the quorum, voting recording of minutes and all other relevant provisions in this regard.
- (2) For conducting aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force, and the rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time to time by Ministry of Corporate Affairs (MCA), Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard.

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

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For General Meeting & Communication

M. K. S. Bhatnagar

Sr. Vice President & Secretary



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VOTE OF THANKS

A vote of thanks to the Chair was;

- i) Proposed by : SHRI V.K. GUPTA
- ii) Seconded by : SHRI D.D. Sardana

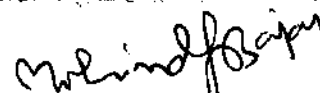
This was passed unanimously.

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


CHAIRMAN

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For Ansal Housing & Construction Co. Ltd.


Sr. V.P. & Company Secretary

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