



ANSAL BUILDWELL LTD.

(AN ISO 9001-2000 CERTIFIED COMPANY)
Regd. Office: 118, UFF, Prakashdeep Building, 7, Tolstoy Marg, New Delhi-110 001
Website: www.ansalabi.com



POSTAL BALLOT NOTICE

(Pursuant to section 192A of the Companies Act, 1956)

Dear Member(s)

Notice is hereby given pursuant to Section 192A and any other applicable provision, if any, of the Companies Act, 1956, ("the Act") read with the Companies (Passing of Resolution by Postal Ballot) Rules 2001, for the consent of the Members of Ansal Buildwell Ltd. for the proposed Special Resolution set out below, which consent is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration. The Company has appointed Shri S.K. Kapahi, FCS, Company Secretary in practice, New Delhi as Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed in the attached self addressed, Business reply envelope, (Postage will be borne by the Company), so as to reach the Scrutinizer before the closing of working hours on Friday, 18th December, 2009. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman cum Managing Director after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman cum Managing Director of the Company on Thursday, 24th December, 2009 at 4.00 p.m. at the registered office of the Company. The result of the Postal Ballot will also be put on the Notice Board and web site of the Company.

To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"RESOLVED as a Special Resolution that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), (including any statutory modifications or re-enactment thereof for the time being in force), and subject to consent/approval, if any of the Banks/Institutions, and such other approvals, if any, as may be required in this regard from appropriate authorities, consent, authority, confirmation and approval of the Members of the Company be and is hereby accorded to grant the loan and make investment in the following companies in the following manner, as per the Shareholders Agreement, Share Purchase Agreement and all related documents ("Documents") entered or to be entered into between the Company and the following companies notwithstanding that providing of said loan and investment together with the Company's existing investments in other bodies corporate and loans made to or guarantees/securities provided on behalf of other bodies corporate, be in excess of the limits prescribed u/s 372A(1) or any other provision of the Act, and that, providing of this loan and to make investment up to and not exceeding in aggregate Rs. 50,00,00,000/- (Rupees Fifty crores only), shall be in addition to limits of the authority of the Board laid down in the said Section 372A of the Act.

i) For Investments:

S.I. No.	Investee Companies	Location of the Projects	Detail of Investment No. of Shares @ price per share (not exceeding)	Amount of Investment (not exceeding)
1.	Incredible Cityhome Private Ltd.	Jaipur	10,000 equity shares of Rs. 10/- each @ Rs. 3100/- per equity share	Rs. 3,10,00,000/-
2.	Southern Buildmart Private Ltd.	Jaipur	10,000 equity shares of Rs. 10/- each @ Rs. 3100/- per equity share	Rs. 3,10,00,000/-
3.	Incredible Real Estate Private Ltd.	Jaipur	10,000 equity shares of Rs. 10/- each @ Rs. 3100/- per equity share	Rs. 3,10,00,000/-
4.	Sunmoon Buildmart Private Ltd.	Jaipur	10,000 equity shares of Rs. 10/- each @ Rs. 700/- per equity share	Rs. 70,00,000/-
5.	Ansal KGK Developer Pvt. Ltd.	Jaipur	5000 equity shares of Rs. 10/- each @ Rs. 10/- per equity share	Rs. 50,000/-
6.	Ansal Crown Infrabuild Pvt. Ltd.	Faridababd	50,00,000 equity shares of Rs. 10/- each @ Rs. 10/- per equity share	Rs. 5,00,00,000/-
			Total	Rs. 15,00,50,000/-

ii) For Grant of Loans:

S.No.	Name of the Loanee Companies	Location of the Projects	Loan Amount (not exceeding)
1.	Incredible Cityhome Private Limited	Jaipur	Rs. 4,00,00,000/-
2.	Southern Buildmart Private Limited	Jaipur	Rs. 3,50,00,000/-
3.	Incredible Real Estate Private Limited	Jaipur	Rs. 4,00,00,000/-
4.	Sunmoon Buildmart Private Limited	Jaipur	Rs. 3,45,00,000/-
5.	Ansal KGK Developer Pvt. Ltd.	Jaipur	Rs. 4,50,000/-
6.	Ansal Crown Infrabuild Pvt. Ltd.	Faridabad	Rs. 20,00,00,000/-
		Total	Rs. 34,99,50,000/-

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors or its Committee to which the Board may delegate all or any of its power/s, or any officer(s) authorized by it, be and is hereby authorized to take all actions and/or step/s as may be necessary, desirable or expedient, and, to resolve and settle all questions and difficulties that may arise in grant of loan and making investment in other bodies corporate, and , to do all acts, deeds, matters and things which are incidental and consequential as the Board of Directors or its Committee may at its absolute discretion deem necessary or desirable for such purpose/s, to give effect to this Resolution".

By Order of the Board
For ANSAL BUILDWELL LTD.

Sd/-

(Ashok Babu)

Sr.GM & Company Secretary

Date : 29th October, 2009

Place : New Delhi

Notes:

1. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot. A member having no voting rights should treat this Notice as intimation only.
2. A Postal Ballot Form and a self-addressed Business reply envelope (Postage will be borne by the Company) are enclosed herewith to enable the Members to exercise their voting rights.
3. Explanatory Statement under section 173(2) of the Companies Act, 1956, for the proposed resolution is annexed herewith.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

The Company intends to enter into a Joint Venture Agreement with KGK Group Jaipur to establish a Township Development Project at Manpur-Teelawala, Tehsil Sanganer and Dabla Bujurg, Dabla Khurd, Ganeshpura Tehsil Phagi situated at Malpura - Jaipur Road in the State of Rajasthan. Therefore, the Company intends to invest in share capital of Rs. 10,00,50,000/- (Rupees Ten crores fifty thousand only) and grant a loan of sum Rs. 14,99,50,000/- (Rupees Fourteen crores ninety nine lacs and fifty thousand only) i.e. a sum not exceeding in aggregate Rs. 25,00,00,000/- (Rupees Twenty five crores only) in five companies at Jaipur.

Similarly the Company entered into a Joint Venture Agreement with Crown Group, Faridabad to establish a Group Housing Project at Sector-80, Faridabad. To execute the Project, a Joint Venture Company M/s Ansal Crown Infrabuild Pvt. Ltd. was incorporated. The Company intends to invest in share capital of Rs. 5,00,00,000/- (Rupees Five crores only) and to grant a loan of Rs. 20,00,00,000/- (Rupees Twenty crores only) i.e. a sum not exceeding in aggregate Rs. 25,00,00,000/- (Rupees Twenty five crores only) in the Joint Venture Company M/s Ansal Crown Infrabuild Pvt. Ltd.

Thus the total investment of the Company in the share capital of the five Joint Venture Companies of Jaipur Project and one Joint Venture Company of Faridabad Project would be Rs. 15,00,50,000/- (Rupees Fifteen Crores and Fifty thousand only) and total loan in these companies would be Rs. 34,99,50,000/- (Rupees Thirty four crores ninety nine lacs and fifty thousand only) i.e. a sum not exceeding in aggregate all together Rs. 50,00,00,000/- (Rupees Fifty Crores only).

The above loan and investment shall be subject to terms and conditions as mentioned in the separate Agreements being executed with each of the Companies. The above loan shall be disbursed in different tranches over a period of five years as per their requirement of funds and terms of agreements at appropriate rate of interest (not less than the prevailing Bank Rate) to be decided by the Board of Directors of the Company.

The investee companies are already holding lands of the Project and in consideration thereof the Board of Directors of your Company have taken decision for the investment in their share capital at the price mentioned in the Resolution.

The Board of Directors in their meeting held on 29th October, 2009 subject to approval of shareholders accorded their consent to give loan and make investment in the companies in the manner as set out in Resolution, notwithstanding that providing of the said loan and investment together with the Company's existing investments in other bodies corporate and loans made to or guarantees/securities provided on behalf of other bodies corporate, be in excess of the limits prescribed u/s 372A(1) or any other provision of the Act. and that, providing of this loan and to make investment up to and not exceeding in aggregate Rs. 50,00,00,000/- (Rupees Fifty crores only), shall be in addition to limits of the authority of the Board laid down in the said Section 372A of the Act.

The Board is of the opinion that it would be in the interest of the Company, its shareholders and all concerned.

The Board of Directors of the Company accordingly recommends passing of a Special Resolution for the approval of Members by Postal Ballots. The Directors of the company may be deemed to be concerned or interested in the resolution set out in the notice pursuant to section 192A of the Companies Act, 1956 to the extent of shares held by them in the Company

All documents referred to in the accompanying notice and the explanatory statements are opened for inspection at the registered office of the company between 11.00 A.M. to 2.00 P.M. on all working days (except Saturdays, Sundays and holidays) upto the closing date of receipt of ballot papers i.e. 18th December, 2009.

By Order of the Board
For ANSAL BUILDWELL LTD.

Sd/-

(Ashok Babu)

Sr.GM & Company Secretary

Date : 29th October, 2009

Place : New Delhi

- Encl: 1. Postal Ballot Form
2. Business Reply Envelope



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Webstie: www.ansalbl.com



POSTAL BALLOT FORM

SL. NO.

1. Name(s) of shareholder(s) / Beneficial owner(s)*
(including joint holder, if any):

2. Registered Address of the
Sole / First named shareholder / Beneficial owner(s)*

3. Registered Folio No./
DPID No./Client ID No.*

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 29th October, 2009, of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution pursuant to Section 372A(1) or any other applicable provision, if any, of the Companies Act, 1956, regarding grant of loans and make investments in other bodies corporate not exceeding in aggregate Rs.50,00,00,000/- (Rupees Fifty crores only)			

(Signature of the shareholder/Beneficial Owner*)

Place :

Date :

(Please read the instructions printed overleaf before exercising the vote.)

* Applicable to investors holding shares in demat form.

INSTRUCTIONS

1. A member desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed Business Reply envelope (Postage will be borne by the Company). However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the member will also be accepted.
2. The self addressed Business Reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal ballot Form should be completed and signed by the shareholder/beneficial owner as per the specimen signature registered with the company / Depository participants. If the signature of shareholder in the Postal Ballot Form does not tally with that of recorded signature, then such form will be rejected and treated as void. In case of joint holding, this Form should be completed and signed by the first named shareholder/beneficial owner and in his/her absence, by the next named shareholder/beneficial owner. A proxy shall not exercise the Postal Ballot.
4. Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal ballot shall be final and binding.
5. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Form should be accompanied by a certified true copy of Board Resolution/Authority together with attested specimen signature(s) of the authorized signatory (ies).
6. Duly completed Postal Ballot Form should reach to the Scrutinizer not later than closing of working hours on Friday, 18th December, 2009. Postal Ballot Form received after this date will be treated as if no reply from the shareholder/beneficial owner has been received.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder/beneficial owner as on 18th November, 2009 i.e. the date of dispatch of Notice.
8. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed Business reply envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. Postal Ballot can-not be exercised by a Proxy.
10. The Chairman and in his absence any person authorized by him will announce the result of the Postal ballot at 4.00 P.M. on 24th December, 2009 at the Registered Office of the Company at 118, UFF, Prakashdeep Building, 7, Tolstoy Marg, New Delhi-110 001. The date of declaration of the result of Postal Ballot will be taken to the date of passing of the Special Resolution. The result of the Postal Ballot would also be displayed at the Registered Office of the Company on 24th December, 2009 at 4.00 P.M.