



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

CIN:L45201DL1983PLC016821

Ref. No.: SECY/S-16/2016

8th April, 2016

Mr. S. Subramanian, DCS-CRD BSE LTD Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Ph.No.: 022-22721233-34 COMPANY NO. 507828	The Manager (Listing) National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex, Bandra (E) Mumbai - 400051 Ph.No.: 011-26598236 SYMBOL : ANSALHSG SERIES : EQ
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Sub : **CORPORATE GOVERNANCE REPORT FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2016.**


Dear Sir,

Pursuant to regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith as per Annexure-1 and Annexure-2 the Corporate Governance Report of the Company for the quarter and year ended 31st March, 2016 respectively.

Kindly acknowledge.

Thanking you.

Yours faithfully,
For Ansal Housing & Construction Limited


(S.N. Grover)
Addl. V.P. & Company Secretary
M.No. : F4055



Encl : As above

ANNEXURE-1

Name of Listed Entity: Ansal Housing & Construction Limited
Quarter Ending: 31st March, 2016

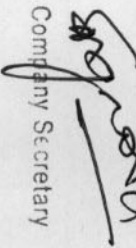
I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure (Years)	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 25(1) of Listing Regulations)	No. of Membership in Audit/ Stakeholder Committee including this Listed Entity (Refer Regulation 26 (1) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this Listed Entity (Refer Regulation 26 (1) of Listing Regulations)
Mr.	Deepak Ansal	AAAPPA3035H 00047971	Chairman & Managing Director-Executive	01/04/2013	NA	1	1	--
Mr.	Kushagr Ansal	AAJPA4991R 01216563	Whole-time Director-Executive	01/10/2011	NA	1	1	--
Mr.	Sham Lal Chopra	AAEPC0717E 00183194	Independent	25/09/2014	5	1	--	2*
Mr.	Ashok Khanna	AAANPK7480R 01510677	Independent	25/09/2014	5	1	2	--
Mr.	Surrinder Lal Kapur	AFVVPK6331G 00033312	Independent	25/09/2014	5	3	3	2*
Mr.	Maharaj Kishen Trisal	AABPT3496Q 00059545	Independent	25/09/2014	5	2	1	-
Mrs.	Nisha Ahuja	AAAGPA3435R 00001875	Non-Executive	26/09/2014	NA	2	-	1*

* A person who happens to be the Chairman as well as a member of the Audit/Stakeholder Committee has been counted while reckoning no. of Chairmanships and not while reckoning memberships of the same committee.

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

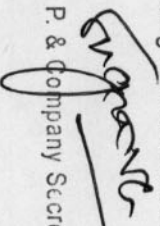


II. COMPOSITION OF COMMITTEES		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Sham Lal Chopra	Independent
	Mr. Surrinder Lal Kapur	Independent
	Mr. Ashok Khanna	Independent
	Mr. Kushagr Ansal	Whole-time Director-Executive
2. Nomination & Remuneration Committee	Mr. Sham Lal Chopra	Independent
	Mr. Deepak Ansal	Chairman & Managing Director-Executive
	Mr. Surrinder Lal Kapur	Independent
	Mr. Maharaj Kishen Trisal	Independent
3. Risk Management Committee	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. Sham Lal Chopra	Independent
	Mr. Deepak Ansal	Chairman & Managing Director-Executive
	Mr. Ashok Khanna	Independent

III. MEETING OF BOARD OF DIRECTORS		
Date (s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the Relevant Quarter	Maximum Gap between any two consecutive (in No. of Days)
09/11/2015	10/02/2016	93

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary



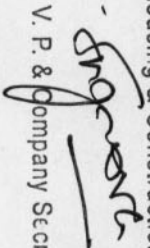
IV. MEETING OF COMMITTEES					
Name of Committee	Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of Quorum met (Details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in No. of days	
1. Audit Committee	10/02/2016	Yes All the Members were present	09/11/2015	93	
2. Nomination & Remuneration Committee	--	--	23/07/2015	--	
3. Risk Management Committee	NA	NA	NA	NA	
4. Stakeholders Relationship Committee	--	--	--	--	

V. RELATED PARTY TRANSACTIONS	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. AFFIRMATIONS	
1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	
2. The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:	
a) Audit Committee	
b) Nomination & Remuneration Committee	

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

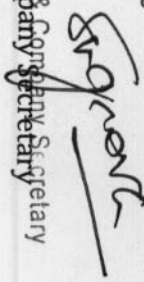


- c) Stakeholders Relationship Committee
- d) Risk Management Committee (Applicable to top 100 Companies)
- 3. The Committee members have been made aware of their power, roles and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015
- 4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015
- 5. This Report and/or the Report submitted in the previous quarter has been placed in the previous quarter before Board of Directors. any comments/observations/advice of Board of Directors may be mentioned here:

Yours faithfully,

For Ansal Housing & Construction Limited

For Ansal Housing & Construction Ltd.


(S.N. Grover)
Addl. V.P. & Company Secretary
M.No. : F4055



ANSAL HOUSING & CONSTRUCTION LTD.

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Annexure - 2

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

CIN:L45201DL1983PLC016821

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I.	Disclosure on website in terms of Listing Regulations	
	Item	Compliance status (Yes/No/NA) refer note below
1.	Details of Business	Yes
2.	Terms and conditions of appointment of Independent Directors	Yes
3.	Composition of various Committees of Board of Directors	Yes
4.	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
5.	Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
6.	Criteria of making payments to Non-Executive Directors	N.A.
7.	Policy on dealing with Related Party Transactions	Yes
8.	Policy for determining 'Material' Subsidiaries	Yes
9.	Details of Familiarization Programmes imparted to Independent Directors	Yes
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling Investor Grievances	Yes
11.	Email address for Grievance Redressal and other relevant details	Yes
12.	Financial Results	Yes
13.	Shareholding Pattern	Yes
14.	Details of agreements entered into with the media companies and/or their associates	N.A.
15.	New name and the old name of the listed entity	N.A.

II.	Annual Affirmations		
	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
1.	Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b) & 25(6)	Yes
2.	Board Composition	17(1)	Yes
3.	Meeting of Board of Directors	17(2)	Yes
4.	Review of Compliance Reports	17(3)	Yes

For Ansal Housing & Construction Ltd.


Addl. V. P. & Company Secretary

5.	Plans for orderly succession for appointments	17(4)	Yes
6.	Code of Conduct	17(5)	Yes
7.	Fees/Compensation	17(6)	Yes
8.	Minimum Information	17(7)	Yes
9.	Compliance Certificate	17(8)	Yes
10.	Risk Assessment & Management	17(9)	Yes
11.	Performance Evaluation of Independent Directors	17(10)	Yes
12.	Composition of Audit Committee	18(1)	Yes
13.	Meeting of Audit Committee	18(2)	Yes
14.	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
15.	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16.	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
17.	Vigil Mechanism	22	Yes
18.	Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
19.	Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
20.	Approval for Material Related Party Transactions	23(4)	Yes
21.	Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	Yes
22.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23.	Maximum Directorship & Tenure	25(1) & (2)	Yes
24.	Meeting of Independent Directors	25(3) & (4)	Yes
25.	Familiarization of Independent Directors	25(7)	Yes
26.	Memberships in Committees	26(1)	Yes
27.	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
28.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29.	Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Yours faithfully,
For Ansal Housing & Construction Limited



(S.N. Grover)
Addl. V.P. & Company Secretary
M.No. : F4055