

# Anand Projects Limited

Regd. Office: SF 001 & 035, 2nd Floor, Ansal Fortune Arcade, Sector-18, Noida, Distt. Gautam Budh Nagar (U.P.) Tel.: +91-120-2511389

## LETTER OF APPOINTMENT

To,  
**MR. OM PARKASH VERMA**  
Mohammadpur Goojar,  
Mohammedpur Behror,  
Alwar-301701, Rajasthan

29<sup>th</sup> August, 2016

Dear Sir,

### **Re: Your Appointment as the Independent Director of Anand Projects Limited**

We are pleased to inform you that the 81<sup>st</sup> Annual General Meeting of the shareholders of the Company was held on Monday, August 29<sup>th</sup>, 2016. In that meeting the shareholders had approved your appointment as an Independent Director of the Company to hold office for 5 (Five) consecutive years from 29<sup>th</sup> August, 2016 to 29<sup>th</sup> August, 2021.

#### **A. Preliminary**

Your appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year U/s 149(7) of the Companies Act, 2013 ("Act") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the Listing Agreement.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the listing Agreement as applicable to you as an Independent Director.

#### **B. Term**

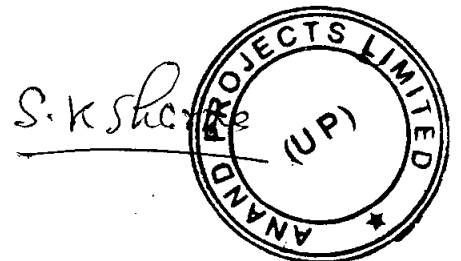
Your Appointment is for a term of 5 (Five) years commencing from 29<sup>th</sup> August, 2016 to 29<sup>th</sup> August, 2021.

#### **C. Committees**

You have been appointed on the following Committees of the Board (As applicable to the respective Director):

- (i) Audit Committee.
- (ii) Nomination & Remuneration Committee.
- (iii) Stakeholder's Relationship Committee.
- (iv) Vigil Mechanism Committee.
- (v) Corporate Social Responsibility Committee.
- (vi) Finance and Borrowing Committee.

1



#### D. Code of Conduct and Duties and Responsibilities

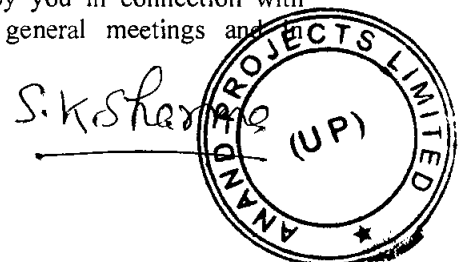
1. You will abide by the Anand Code of Ethics and Business Principles Applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company as set out separately in **Annexure-1**.
2. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013, as set out at **Annexure-2** hereto.
3. You will not hold office as a Director or any other office in a competing firm/entity.
4. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under the applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
5. You are expected to:
  - (i) take decisions objectively and solely in the interests of the Company;
  - (ii) facilitate Company's adherence to high standards of ethics and corporate behaviour;
  - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
  - (iv) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
  - (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

#### E. Performance Evaluation

Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

#### F. Remuneration

1. Your annual remuneration (if any) as may be approved by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013 and/or Articles of Association of the Company, will be as under:
  - (a) sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board in pursuance to the provisions of the Articles of Association of the Company from time to time, and
  - (b) commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and



relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

3. Pursuant to applicable law, you will not be entitled to any stock options.

#### **G. Insurance**

1. The Company is in process of finalisation of insurance cover for Key Managerial Persons in the Company including senior management as well as Directors.
2. The copy of the policy can be furnished on request to the Account Department of the Company.

#### **H. Training**

You will be entitled to the benefit of a training program to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

#### **I. Miscellaneous**

1. You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), ("**Confidential Information**").

You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information.

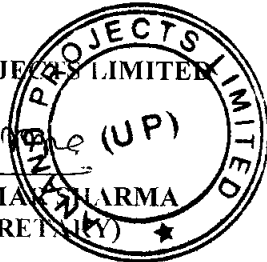
If any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Please confirm your acceptance by signing, dating, and returning a copy of this letter to the Company.

Yours faithfully,

For ANAND PROJECTS LIMITED

  
SURENDRA KUMAR SHARMA  
(COMPANY SECRETARY)



**CODE OF ETHICS AND BUSINESS PRINCIPLES APPLICABLE TO NON-EXECUTIVE DIRECTORS**

**FOREWORD**

The values and principles which have governed the manner in which Anand Projects Limited (hereafter "Anand") and its Directors have conducted themselves have never been articulated.

It was therefore considered worthwhile to prepare a clearly defined document which could serve as a guide to each non-executive director on the values, ethics and business principles expected of him or her.

This Code of Conduct shall be called "The Code of Conduct and Ethics for the Board Members and Key Management Personnel" of Anand Projects Limited herein after referred to as "the Company."

This Code is in alignment with the Company's Vision and values and aims at enhancing ethical and transparent process in managing the affairs of the Company.

**APPLICABILITY**

This Code shall be applicable to the following Persons:

- a) All Executive Directors
- b) All Non-Executive Directors and
- c) All Key Management Personnel

The Board of Directors of the Company has adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest.

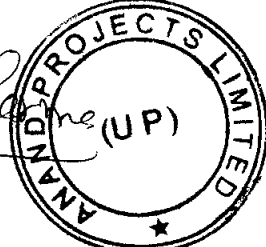
It is hereby clarified that the requirement to comply with this Code does not constitute an express or implied promise of continued employment contract with the Company.

**COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

We respect the law at all times Anand and its employees are bound by the law. Compliance with all applicable laws and regulations must never be compromised. Additionally, employees shall adhere to internal rules and regulations as they apply in a given situation. Those internal rules are specific to the Company and may go beyond what is required by the law

**FINANCIAL REPORTING AND RECORDS**

Anand shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs. Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to company auditors and other authorised parties and government agencies. There shall be no wilful omissions of any company transactions from the books and records, no advance income recognition and no hidden bank account and funds. Any wilful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws

S. K. Sharma  


## **LEGAL, HONEST AND ETHICAL CONDUCT**

The Directors and Key Management Personnel are required to conduct their duties legally, honestly and ethically, when acting on behalf of the Company or in connection with the Company's business or operations.

They shall

- Act in the best interests of, and fulfil their fiduciary duties to the stakeholders of the Company;
- Act honestly, fairly, ethically, with integrity and loyalty;
- Conduct themselves in a professional, courteous and respectful manner;
- Act in good faith, with responsibility, due care, competence, diligence and independence;
- Act in a manner to enhance and maintain the reputation of the Company;
- Treat their colleagues with dignity and shall not harass any of them in any manner.

## **CONFLICTS OF INTEREST**

We will always act in the best interests of Anand. A Conflict of Interest occurs when personal interests of an employee or the interests of a third party compete with the interests of Anand.

In such a situation, it can be difficult for the employee to act fully in the best interests of Anand, employees shall avoid Conflicts of Interest whenever possible.

If a Conflict of Interest situation has occurred or if an employee faces a situation that may involve or lead to a Conflict of Interest, the employee shall disclose it to his or her concerned officer and/or the Legal or Compliance Function to resolve the situation in a fair and transparent manner.

## **OTHER DIRECTORSHIPS**

Acceptance of directorship on the Boards of other Companies which compete with the Company amounts to conflict of interest. The Directors shall obtain the prior approval of the Board of Directors before they accept such directorship(s).

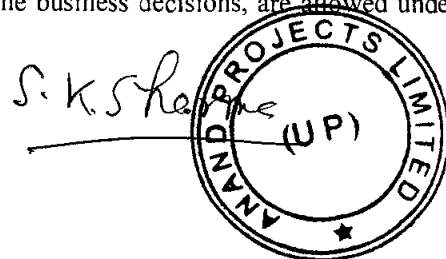
## **RELATED PARTIES**

The policies and procedures of the Company expect that the Directors and Key Management Personnel avoid conduct of business of the Company with their relatives or their significantly associated Companies, firms and other businesses.

In case of conflicts, disclosure shall be made to the Board of Directors and its approval shall be obtained before proceeding further.

## **GIFTS**

Anand and its directors shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, Anand and its directors may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events. Gifts on account of celebrations, memorial in nature, business meals and gifts received because of personal relationship and not because of official position, mementos received because of attending widely held gatherings as panellist / speaker and other customary gifts which are not improper and do not in any way, influence the business decisions, are allowed under this policy.



## **PROTECTION AND PROPER USE OF THE COMPANY'S ASSETS**

The Directors and Key Management Personnel shall protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes. Company's assets should not be used for other than business requirements of the Company. Incidental personal use, if reasonable, does not amount to violations under this Code.

## **CONFIDENTIALITY OF INFORMATION**

The Directors and Key Management Personnel must maintain the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, until and unless authorized or legally required to disclose such information; and shall not use confidential information and other corporate opportunities for their personal advantage.

## **HEALTH, SAFETY AND ENVIRONMENT**

Anand shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. Anand shall be committed to prevention of the wasteful use of natural resources and minimization of any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

## **OTHERS**

It would be impracticable to attempt to list all possible conflict of interest situations and it is possible that other such situations, which are not enumerated above, may arise. All such situations, which arise any questions or doubts, may please be brought to the notice of the Board for appropriate decision.

## **ACKNOWLEDGEMENT**

The Directors and Senior Management personnel shall read and fully understand this model code of conduct and comply with the policies procedures and principles contained therein.

## **ANNEXURE 2**

### **GUIDELINES OF PROFESSIONAL CONDUCT, ROLE, FUNCTION AND DUTIES AS AN INDEPENDENT DIRECTOR (AS PROVIDED IN SCHEDULE IV OF THE COMPANIES ACT, 2013)**

#### **Guidelines for Professional conduct:**

1. To uphold ethical standards of integrity and probity;
2. To act objectively and constructively while exercising your duties;
3. To exercise their responsibilities in a bona fide manner in the interest of the Company;
4. To devote sufficient time and attention towards your professional obligations for informed and balanced decision making;
5. To not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. To not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;



7. To refrain from any action that would lead to loss of their independence;
8. Where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
9. To assist the Company in implementing the best corporate governance practices.

**Role and functions:**

1. Assist in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders. 6. Balance the conflicting interest of the stakeholders.
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

**Duties:**

1. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
2. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
3. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
4. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
5. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
6. Strive to attend the general meetings of the Company.
7. Where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting.
8. Keep yourself well informed about the Company and the external environment in which it operates.
9. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.

