

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

To,
DCS-CRD
Bombay Stock Exchange Limited
First Floor, New Trade Wing,
Rotunda Building,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 023

August 29th, 2016

Sub: Proceeding of 81st Annual General Meeting held on 29.08.2016

Dear Sir/Madam,

Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceeding of 81st Annual General Meeting of the Company held on Monday, August 29th, 2016..

This is for your information and record.

Kindly acknowledge the receipt.

Thanking You,

Yours truly
For ANAND PROJECTS LIMITED



**SURENDRA KUMAR SHARMA
(COMPANY SECRETARY)**

Encls: As Above

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Proceeding of the 81st Annual General Meeting of the Members of the Company held at the Registered Office of the Company at SF 001 & 035, Second Floor, Ansal Fortune Arcade, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh- 201 301 on Monday, August 29, 2016 at 09:30 a.m. and concluded at 10:50 a.m.

PRESENT

Mr. Alok Kumar Gupta, Executive Director

Mr. Upendra Prasad, Independent Director and Chairman of Audit Committee.

Mr. Omparkash Verma, Independent Director.

Mr. Surendra Kumar Sharma, General Manager- Company Secretary.

IN ATTENDANCE

Mr. Ravi Kothari, Partner of R.S Dani & Co., Statutory Auditors.

Mr. Amit Kansal, Practicing Company Secretary, Secretarial Auditor

CHAIRMAN

Mr. Alok Kumar Gupta, Whole Time Director & CFO of the Company took the Chair and welcomed all the members present at the 81st Annual General Meeting. He informed the members that Ms Jeanette Luisa Alphonso, Independent Women Director conveyed her inability to attend the meeting owing to preoccupation.

MEMBERS PRESENT

In aggregate, 9 (Nine) Members including 1 (One) Corporate representatives were present in person and 1 (One) Member was present through proxy as per the attendance resister.

QUORUM

The chairman, having ascertained that the requisite quorum as per section 103 of the companies Act, 2013 was present, called the meeting in order.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 were produced at the commencement of the Meeting and were kept open and accessible during the continuance of the persons having right to attend the Meeting. Further, Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 along with statutory Auditor's Report and Secretarial Auditor's Report were also produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting.

Notice convening the Meeting having been circulated to the members was taken as read, with permission of the Members present.

S. K. Sharma
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(U.P.)

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The chairman intimated the Members present that the statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the company. The same was taken as read with the consent of the members present.

The Chairman explained that pursuant to the provisions of Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, the Company has arranged for remote e-voting through Central Depository Services (India) Limited (CDSL). To enable those shareholders who have not availed the remote e-voting facility and present at the AGM, to participate in the voting process, the Company has also arranged for voting through ballot paper at the AGM.

Thereafter, the chairman stated that the company had provided remote e-voting facility (vote by electronic means) to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 81st Annual General Meeting in accordance with the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Amendment Rules, 2015 and applicable Regulations(s) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. The facility to vote by electronic means was kept open from Friday, August 26th, 2016 (9:00 a.m. IST) to Sunday, August 28th, 2016 (5:00 p.m. IST).

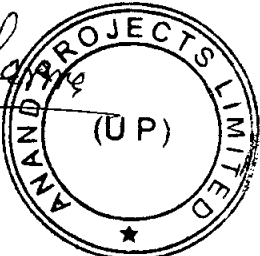
He further stated that, CS Amit Kansal, practicing Company secretary was appointed as the Scrutinizer for conducting the e-voting process.

The Chairman invited Members present in person to ask questions and offer their comments, if any, on the Annual Report or Notice to the Annual General Meeting. There was no question on specific agenda(s), however certain general queries relating to performance of the Company were raised by some members and that was addressed by the Chairman.

The Chairman also stated that the results of the remote e-voting process and Poll will be announced on receipt of the Scrutinizer's Report and the Scrutinizer's Report will be placed on the Company's website and sent to the Stock Exchanges. The Scrutinizer's Report will also be placed on the website of Central Depositories Services (India) Limited, the agency which provided the platform for e-voting.

The Chairman thereafter took up the items of Business set out in the Notice of the Meeting

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ORDINARY BUSINESS:

Item No. 01 (Ordinary Resolution): Adoption the Financial Statements for the financial year ended as at March 31, 2016 and the reports of directors and the auditors thereon.

The following resolution was proposed by Mrs. Pranjali Gupta and seconded by Mr. Manish Kapur as an Ordinary Resolution:

Resolution No. 1

“RESOLVED THAT the audited Financial Statements for the financial year ended March 31, 2016 along with the report of Board of Directors and the Auditors thereon, be and are hereby approved and adopted.”

After some discussion, the resolution was put to vote by show of hands, declared carried unanimously.

Item No. 02 (Ordinary Resolution): Re-appointment of Mr. Alok Kumar Gupta, who retires by rotation

The following resolution was proposed by Mr. Rajesh Sharma and seconded by Mr. Deepak Sharma as an Ordinary Resolution:

Resolution No. 2

“RESOLVED THAT Mr. Alok Kumar Gupta (DIN: 06555961), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

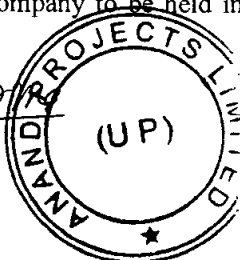
On being put to vote by show of hands, the Resolution was declared carried unanimously.

Item No. 3 (Ordinary Resolution): Appointment of auditors and fixing their remuneration

The following resolution was proposed by the Chairman and seconded by Mr. Ashish Shyamriwal as an Ordinary Resolution:

Resolution No. 3

“RESOLVED THAT pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the 81st Annual General Meeting, the Company hereby ratifies the appointment of M/s R. S. Dani & Co., Chartered Accountants (ICAI Firm Registration Number 000243C) as Auditors of the Company to hold office until the conclusion of the 84th Annual General Meeting of the Company to be held in the year

S.K. Sharma


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2019, at a remuneration to be determined by the Board of Directors of the Company, as Auditor and for other professional services rendered by them as may be mutually agreed between the Company and the Auditor along with reimbursement of travelling and other out of pocket expenses as may be incurred by them during the course of the Audit.”

On being put to vote by show of hands, the Resolution was declared carried unanimously.

SPECIAL BUSINESS:

Item No. 04 (Ordinary Business): Appointment of Mr. Omparkash Verma (DIN: 07411027) as an independent director

The following resolution was proposed by Mr. Rajesh Sharma and seconded by Mr. Deepak Sharma as an Ordinary Resolution:

Resolution No. 4

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Omparkash Verma (DIN: 07411027), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years starting from the conclusion of 81st AGM till the conclusion of 86th AGM of the Company to be held in the year 2021.”

On being put to vote by show of hands, the Resolution was declared carried unanimously.

Item No. 05 (Special Resolution): Re-appointment of Mr. Alok Kumar Gupta (DIN: 06555961 as Whole Time Director (“WTD”) of the company

The following resolution was proposed by Mr. O.P Shukla (Authorized Representative of Balashri Commercial Limited) and seconded by Mrs. Pranjali Gupta as a Special Resolution:

Resolution No. 5

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203(1)(i) and Schedule V of the Companies Act, 2013 and other applicable provisions as required under the said Act including rules, schedules and/or Chapter (as applicable), and all guidelines for managerial remuneration issued by the Central Government from time to time, and based on the recommendation of Nomination and Remuneration Committee, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Alok Kumar Gupta (DIN: 06555961), as the Whole Time Director in the category of Key

S. K. Shukla
(UP)



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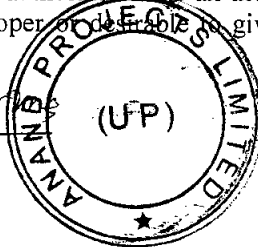
Managerial Personnel ("KMP") of the Company for a further period of three years i.e. April 30, 2016 to April 29, 2019 on the terms and conditions as mentioned below:-

S. No.	PARTICULARS	AMOUNT(s) (Monthly)
1.	Salary (Basic)	1,37,050
2.	Perquisites (including allowances)	
	(a) Special Allowance	1,33,058
	(b) House Rent Allowance	27,410
	(c) Leave Travel Allowance	11,421
	(d) Child Education Allowance	200
	(e) Medical reimbursement	1,250
	(f) Gratuity	6,578
	(g) Employer PF Contribution	16,446
	(h) Residence Telephone Reimbursement	1,500
	(i) Vehicle Maintenance Reimbursement	10,000
	(j) Food Coupons	3,500
	(k) Fuel Reimbursement	12,000
	(l) Driver Expenses	10,000
	(m) Car Rental	28,400
	(n) Service Tax	1,404
	TOTAL	4,00,217
3.	The perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at cost.	

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide the remuneration (salary and perquisites) payable to Mr. Alok Kumar Gupta (DIN: 06555961), within the overall limit mentioned in the respective provisions of the Companies Act, 2013 read with respective rules, notification and all guidelines for managerial remuneration issued by the Central Government from time to time and framed as per the Policy of the Company, in this regard.

RESOLVED FURTHER THAT where in any financial year, the Company has no profit or inadequate profit, the remuneration as decided by Board from time to time, shall be paid to Mr. Alok Kumar Gupta (DIN: 06555961) as minimum remuneration within the overall limit mentioned in the respective provisions of the Companies Act, 2013 read with respective rules, notification & all guidelines for managerial remuneration issued by the Central Government from time to time and framed as per the Policy of the Company, in this regard with the approval of the Central Government, if required.

RESOLVED FURTHER THAT Board of Directors of the Company and the Compliance officer of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

S. K. Sharma


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On being put to vote by show of hands, the Resolution was declared carried unanimously.

Mr. Rajesh Sharma thereafter, requested Mr. Alok Kumar Gupta to preside over the meeting again, who then took the Chair.

All the items of the agenda having been transacted, the chairman concluded the meeting by expressing special thanks to all the shareholders of the company for attending the Meeting and participating in the deliberations. He also expressed his gratitude to the shareholders for their continuous support extended to the Company.

There being no other business remaining to be transacted, The Chairman thereby announced the formal closure of the 81st Annual General Meeting of the Company with a vote of thanks to the Chair.

Date of entry: August 29th, 2016


SURENDRA KUMAR SHARMA
(COMPANY SECRETARY)

