

**27th**

**ANNUAL REPORT  
2018-19**

***SCAN PROJECTS LIMITED***

*(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)*

**REG. OFFICE:**

VILLAGE JORIAN, DELHI ROAD  
DISTT. YAMUNA NAGAR 135001 (HARYANA)

**WORKS AT:**

VILLAGE SOHANA, HEMA MAJRA ROAD, P.O. MULLANA,  
DISTT. AMBALA (HARYANA)

# ***SCAN PROJECTS LIMITED***

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## **BOARD OF DIRECTORS**

**SH. SUNIL CHANDRA, M. DIRECTOR**  
**SH. AKSHAY CHANDRA**  
**SH. JAWAHAR LAL**  
**SH. ASHOK KAMBOJ**  
**SH. JOGINDER KUMAR**  
**SMT. PRAKRITI CHANDRA**

## **AUDITORS**

**VIJAY & SATISH BHATIA.**  
**CHARTERED ACCOUNTANTS,**  
**CIVIL LINES, OPP. JAMNA TALKIES**  
**JAGADHRI, HARYANA -135003**  
**INDIA**  
**PHONE: - 01732-241889, 247889**

## **COMPANY SECRETARY**

**MR. KAUSHAL WALIA**  
**HOUSING BOARD COLONY,**  
**NEAR RAM DARBAR MANDIR.**  
**AMBALA CANTT. - 133001 (HR)**

## **REGISTRAR & TRANSFER AGENT**

**BEETAL FINANCIAL & COMPUTER SERVICES (P) Ltd.**  
**3<sup>rd</sup> FLOOE, 99 MADANGIR,**  
**BEHIND LOCAL SHOPING CENTER,**  
**NEW DELHI - 110062.**

## **REGISTERED OFFICE**

**1, VILL. VILLAGE JORIAN**  
**DELHI ROAD,**  
**YAMUNA NAGAR-135001**

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**SCAN PROJECTS LIMITED**  
**(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**  
 Regd Office: Village Jorian, Delhi Road, Yamunanagar (Haryana)  
 Works: Village Sohana, Hema Majra Road, Tehsil Barara, Distt Ambala (Haryana)  
 CIN: L29253HR1992PLC031576 Web Site: www.scanprojects.in  
 Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in

**Notice: Convening 27<sup>th</sup> Annual General Meeting**

Notice is hereby given that 27<sup>th</sup> Annual General Meeting of the members of the Company “Scan Projects Limited (Formerly Known as Ambala Cements Limited)” will be held on **Friday 30<sup>th</sup> day of August 2019 at 3:30 P.M.** at the registered office of the Company, address, given above to transact the following business with or without modification.

**Ordinary Business: Ordinary Resolutions:**

1. To receive, consider and adopt the Audited Financial Statements including Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity for the financial year ended 31<sup>st</sup> March 2019, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint Smt. Prakriti Chandra, Director who retires by rotation at this meeting and, being eligible, offered herself for re-appointment.
3. To appoint Auditors for the year ended 31<sup>st</sup> March 2020 and fix their remuneration. M/s Vijay and Satish Bhatia, Chartered Accountants, Yamunanagar, who retire on the date of Annual General Meeting and being eligible offer themselves for re-appointment.

**Special Business: Ordinary Resolutions**

**4. Appointment of Branch Auditors:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

“**RESOLVED** that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, the Board be and is hereby authorized to appoint as Branch Auditors of Branch Office of the Company, whether existing or which may be opened/acquired hereafter, outside India, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration.”

**Special Business: Special Resolutions**

**5. Approval for Material Transactions with Related Parties:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the **Listing Agreement /Regulation 23** of SEBI (**Listing** Obligation and Disclosure Requirements) **Regulations, 2015**, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2019 and for every financial year thereafter:

Value of Related Party Transactions/ Arrangements per financial year					Rs. In Lacs
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Chanderpur Works Private Limited	Chanderpur Industries Private Limited	Christian Pfeiffer India Private Limited	Chanderpur Renewal Power Co. Private Limited
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern
		-Sh. Sunil Chandra (Managing Director)			
		-Sh. Akshay Chandra (Non-executive Director)			

		-Smt. Prakriti Chandra (Non-Executive Director)			
1.	Sales Purchase of goods or material ***)	300.00	200.00	100.00	50.00
2.	Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) ***)	500.00	100.00	100.00	25.00
3.	Lease Rent Received/Paid ***)	1.20	-	-	-
	<b>Total</b>	<b>801.20</b>	<b>300.00</b>	<b>200.00</b>	<b>75.00</b>

**Terms and conditions “\*\*\*)”:**

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under item Nos. 4 to 5 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of person seeking appointment/re-appointment as Director under item No. 2 of the Notice, are also annexed.
2. A member entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The Proxy, in order to be effective, must be received at the Company’s Registered Office not less than 48 (Forty-Eight) hours before the meeting. Proxies submitted on behalf of Companies/Societies etc., must be supported by appropriate resolutions/authority, as applicable. The proxy form and attendance slip are enclosed herewith.
3. The Register of Members and Transfer books of the Company shall remain closed from Friday, August 23, 2019 to Friday 30, August, 2019, both days inclusive.
4. Members are requested to register their e-mail id with the Company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.
5. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. Members is enable to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form. Resolution(s) passed by Members through Ballot Forms is deemed to have been passed as if they have been passed at the AGM.
7. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by ballot form shall be able to exercise their right at the meeting.
8. The Members who have cast their vote by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
9. All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
10. Members are requested to notify to the company immediately the changes in their registered address, if any.
11. Members having any queries relating to the Annual Report are requested to write to the company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
12. Members are requested to bring their copies of Annual report to the meeting.
13. The members/proxies should bring attendance slip sent herewith duly filled and stamped for attending the meeting.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
15. The board of directors has appointed Mr. J. P. Jagdev of M/s J.P Jagdev & Co., Practicing Company Secretary (Membership No. FCS 2056) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

16. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
17. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM by shall not be entitled to cast their vote again.
19. The instructions for e-voting are as under:
  - i) The security holders should log on to [www.evotingindia.com](http://www.evotingindia.com) during the duration of the voting period and cast their votes for the resolutions on the e-Voting System.
  - ii) Shareholders who have voted on an earlier instance of voting can login using their existing password.
  - iii) First time shareholders can login to the e-Voting system using their user-id (i.e. demat account number / folio number), PAN and Date of Birth (DOB) or Dividend Bank account number mentioned for the said demat account or folio. Physical shareholders will have to login with the Folio number, PAN and either DOB or Dividend Bank details for every voting.
  - iv) After logging in, demat security holders will have to mandatory change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Security holders have to then select the EVSN for which they desire to vote.
  - v) Security holders can then cast their vote on the resolutions available for voting.
  - vi) Security holders can also view the resolution details on the e-Voting website.
  - vii) Once the security holder casts the vote, the system will not allow modification of the same.
  - viii) During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution again.
  - ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
  - x) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 23, 2019.
  - xi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 23, 2019 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Mr. Anand Tirodkar on Tel: 022-22728153 (email id-[anandt@cdslindia.com](mailto:anandt@cdslindia.com)) or Ankit Bandivadekar on Tel: 022-22728634 (email id-[ankitb@cdslindia.com](mailto:ankitb@cdslindia.com)). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <http://www.evotingindia.com> or contact CDSL at the following toll free no.: 18002005533.
  - xii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
  - xiii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - xiv) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - xv) The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
  - xvi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xvii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.scanprojects.in](http://www.scanprojects.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Yamunanagar

Dated: 05-08-2019

By Order of the Board of Directors

(SUNIL CHANDRA)  
Managing Director  
DIN: 01066065

**SCAN PROJECTS LIMITED**  
**(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**  
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 CIN: L29253HR1992PLC031576 Web Site: www.scanprojects.in  
 Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in

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**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

PARTICULARS	PRAKRITI CHANDRA
Date of Birth	08/09/1986
DIN	07138255
Date of Appointment	25 <sup>th</sup> March, 2015
Qualification	B.Com (Hons.) and MBA
Experience	Wide experience in field of finance and marketing
Address	Chandra Niwas, Behind Suresh Chandra Eye Hospital, Village Jorian, Delhi Road, Yamunanagar (Haryana)
Directorships held in other Public Companies/Foreign Companies	NIL
Directorships held in other Private Limited Companies	NIL
Number of Shares held in the Company as on 31 <sup>st</sup> March 2019	NIL

## SCAN PROJECTS LIMITED

(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)

Regd Office: Village Jorian, Delhi Road, Yamunanagar (Haryana)  
Works: Village Sohana, Hema Majra Road, Tehsil Barara, Distt Ambala (Haryana)  
CIN: L29253HR1992PLC031576 Web Site: www.scanprojects.in  
Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in

### Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 and 5 of the accompanying Notice dated August 5, 2019:

#### Item no. 4

The Company has branch office/Permanent Establishment at Nepal and may also open/acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board commends the Resolution at item No. 4 for approval by the Members.

None of the Directors or Key managerial personnel or relatives of directors and KMPs is concerned or interested in the Resolution at item No. 4 of the Notice.

#### Items No. 5

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds limit prescribed in Rule 15(3) of the said Rules. Further as required under Clause 49 of the *Listing Agreement /Regulation 23* of SEBI (*Listing* Obligation and Disclosure Requirements) *Regulations*, 2015, all material related party transactions (other than as specified under Clause 49 (VII) (E) of the Equity Listing Agreement) shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, to enable the Company to enter into related Party Transactions in one or more trenches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Value of Related Party Transactions/ Arrangements per financial year				Rs. In Lacs	
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Chanderpur Works Private Limited	Chanderpur Industries Private Limited	Christian Pfeiffer India Private Limited	Chanderpur Renewal Power Co. Private Limited
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern
		-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director)
1.	Sales Purchase of goods or material ***	300.00	200.00	100.00	50.00
2.	Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) ***	500.00	100.00	100.00	25.00
3.	Lease Rent Received/Paid ***	1.20	-	-	-
	<b>Total</b>	<b>801.20</b>	<b>300.00</b>	<b>200.00</b>	<b>75.00</b>

#### **Terms and conditions \*\*\*:**

- At market value for each such transaction on an arm's length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Shareholders as a Special Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 5 as set in this Notice.

**By Order of the Board of Directors**

**Place: Yamunanagar**

**Dated: 05-08-2019**

**(SUNIL CHANDRA)**

**Managing Director**

**DIN: 01066065**

**SCAN PROJECTS LIMITED**  
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## Directors' Report

### To The Members,

Your directors have pleasure in presenting the 27<sup>th</sup> Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2019:

1. **Financial Highlights:**

	(Rs. In Lacs)	
	2018-19	2017-18
Revenue from Operations	409.05	389.59
Operating Expenditure	377.68	352.67
Earnings before interest tax, depreciation and amortization (EBITDA)	31.37	36.92
Other Income (Net)	0.00	0.92
Finance Costs	9.93	11.04
Depreciation and amortization expenses	4.18	5.32
Profit before exceptional item and tax	17.26	21.48
Exceptional item	0.00	0.00
Profit Before Tax (PBT)	17.26	21.48
Tax Expenses	4.59	8.55
Profit After Tax (PAT)	12.67	12.93
Opening Balance of Retained Earning	20.51	7.58
Less: Income Tax for earlier years adjusted	0.00	0.00
Amount of Surplus available for appropriation	33.18	20.51

2. **Operations, State of Company's affairs and Future Outlook:**

The overall growth of the company is good and encouraging. In the current year 2018-19, the Company has earned the total revenue from operation Rs.409.05 Lacs against the previous year Rs.389.59 Lacs, which reflects increasing trend in the performance of the Company. The net profit after tax of the company is Rs.12.93 Lacs and Rs.12.67 Lac in the year 2017-18 and 2018-19 respectively. The same will further be improved in the ensuing years because the Company has sufficient work order for Erection and Commissioning in hand at different locations in India and Nepal, which will be executed in the ensuing financial year. All the above factors reflects that the management is serious and hopeful to achieve better results in the ensuing years with present business activities. We further inform that there is no change in the business activities of the company in the current financial year.

3. **Dividend:**

No dividend has been recommended by the Directors this year and consequently no amounts have been transferred to general reserves.

4. **Transfer to Reserves:**

The board of the Company has decided not to transfer any fund to general reserve out of the amount available for appropriation and an amount of surplus Rs.33.18 Lacs to be retained in the profit and loss account.

5. **Change in Share Capital, if any**

There has been no change in Share Capital of the Company during the financial year 2018-19.

6. **Listing of Shares**

The shares of the Company are listed in Bombay Stock Exchange Limited, Mumbai. Applicable listing fees have been paid up to date. The shares of the Company have not been suspended from trading at any time during the year by the concerned Stock Exchange.

7. **Deposits:**

The company has not accepted any deposits from the public during the year and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

8. **Directors:**

As per the provisions of Section 152 of the Companies Act, 2013, Smt. Prakriti Chandra, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offered herself for re-appointment. The Board recommends her re-appointment.

The notice convening the Annual General Meeting includes the proposal for appointment of Director.

Further, your Company has also received declarations from all the Independent Directors of the Company that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

9. **Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the valuation of the working of its various committees as per the criteria of evaluation provided in the Nomination, Remuneration and Evaluation Policy adopted by the Company. The performance evaluation of Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and the Board as a whole was carried out by the Independent Directors.

10. **Meetings of the Board:**

The Board of Directors of your company met 10 times during 2018-19. The meetings were held on 18-04-2018, 12-05-2018, 30-05-2018, 11-07-2018, 14-08-2018, 05-09-2018, 14-11-2018, 30-11-2018, 14-02-2019 and 29-03-2019. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

11. **Particulars of Loan given, Investment made, Guarantee given and Securities provided:**

There were no loans given, investment made, guarantee given and securities provided by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

12. **Extract of Annual Return:**

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form **MGT-9**, which forms part of this report.

13. **Subsidiary, Joint Ventures and Associate Concerns:**

The Company does not have any Subsidiary, Joint Ventures or Associate Concerns as on 31<sup>st</sup> March, 2019.

14. **Corporate Governance:**

Pursuant to regulation 34 of the Listing Regulations, a separate section on Corporate Governance practices followed by the Company is provided elsewhere in this report together with a certificate confirming the compliance of conditions of Corporate Governance issued by the Statutory Auditors of the Company is attached hereto as part of this report

15. **Management's Discussion and Analysis Report**

In terms of the provisions of Regulation 34 of the Listing Regulations, the Management's Discussion and Analysis Report for the year under review is presented in a separate section forming part of this Annual Report.

16. **Directors' Responsibility Statement:**

The Financial statements are prepared in accordance with Indian Accounting Standards (Ind As) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair value, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind As are prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

- i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standard have been followed and there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2019 and of the profit of the Company for the period from 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019;

- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. **Contract and arrangements with Related Parties:**

The Company's policy on dealing with related party transactions has been formulated and amended from time to time. All contracts/arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on the arm's length basis. There are no materially significant related party transactions made by the company with promoters, directors, key managerial personnel or other designated persons, which may have a potential conflict with the interest of the company at large. Your Directors draw attention of the members to Note 36 to the financial statements which set out related party disclosures pursuant to clause 32 of the listing agreement. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II** in Form **AOC-2** and the same forms part of this report.

18. **Auditor and Auditors' Report:**

M/s Vijay & Satish Bhatia, Chartered Accountants, Yamunanagar, Statutory Auditors of the company, holds office till the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment for another term.

As required under the provisions of section – 139(1) of the Companies Act, 2013, the company has received a written consent from M/s Vijay & Satish Bhatia, Chartered Accountant to their appointment and a certificate, to the effect that their re-appointment, if made, would be in accordance with the Act and the Rules framed there under and that they satisfy the criteria provided in section- 141 of Companies Act, 2013. The Board recommends their appointment for the financial year 2019-20.

The report of Statutory Auditors (appearing elsewhere in this Annual Report) is self-explanatory having no adverse comments. There were no instances of fraud reported by the Statutory Auditors to the Central Government or to the Audit Committee of the Company as indicated under the provisions of Section 143(12) of the Companies Act 2013.

Further auditor's report for the financial year ended 31<sup>st</sup> March, 2019 is given as an annexure which forms part of this report.

19. **Secretarial Auditors:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s J. P. Jagdev & Co., Ambala City, a firm of Company Secretaries in practice to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2019 is annexed herewith as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

20. **Cost Records and Audit:**

Pursuant to Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 the maintenance of Cost Record is not applicable on any business activities of the company, hence, this order is not applicable on Company.

21. **Corporate Social Responsibility (CSR):**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

22. **Risk Management:**

The board of the Company has formed a risk management committee, to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

23. **Internal Control System and their adequacy:**

The Company's internal controls are commensurate with the size of the company and the nature of its business. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has an audit committee, the details of which are provided in the Corporate Governance Report. The audit committee reviews the internal control system and follows up on the implementation of corrective actions, if required. The committee also meets the company's statutory auditors to ascertain, inter alia their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. The management also regularly reviews the utilization of fiscal resource, compliance with law, efficiencies, so as to ensure optimum utilization of resources and achieve better efficiencies. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2019, our internal financial controls were adequate and operating effectively.

24. **Vigil Mechanism Policy:**

The Company has a vigil mechanism policy which also incorporates a whistle blower policy in line with the provisions of the Section 177(9) and (10) of the Companies Act, 2013 and regulation 22 of the Listing Regulations, which deals with the genuine concerns about unethical behaviour, actual or suspected fraud and violation of the Company's Code of Conduct and ethics.

25. **Committees of Board:**

The Board of Directors of your Company had already constituted various committees in compliance with the provisions of the Companies Act, 2013 and Listing Agreement viz. Audit Committee, Nomination and Remuneration Committee and Shareholder's/Investor's Grievances Committee. All decisions pertaining to the constitution of committees, appointment of members and fixing the terms of reference / role of the Committees are taken by the Board of Directors. Detail of the role and composition of Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Report section of the Annual Report, which forms part of this report.

26. **Conservation of Energy, Technology absorption and foreign exchange earning and outgo:**

Information required under Section 134(3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is given as under:

**Conservation of Energy:** The Company has not been carrying on any manufacturing activities, hence this information is not applicable on the company during the year under review.

**Technology absorption, adaption and innovation:** The Company always adopted latest technologies for improving the performance and quality of its services. The Company's operations do not require significant import of technology.

**Research and Development (R&D):** The Company has not done any Research and Development work during the year under review. However, the company has adopted/reviewed the methods for improving the performance and quality of its services on regular basis.

**Foreign Exchange Earnings and Outgo:** The Company directly did not spend any foreign exchange and also, did not earn any foreign exchange during the year under review. However, the Company is having Branch/Permanent Establishment at Nepal and all the information related to foreign exchange earnings and outgo is pertained to Nepal branch only.

		(Rs. In Lacs)	
Foreign exchange earnings and outgo		2018-19	2017-18
a.	Erection, Commissioning and Supervision related activities (Including Overseas Branch Revenue)	3250440.00	16186472.00
b.	CIF Value of Imports	NIL	NIL
c.	On Overseas Contracts (i.e. Overseas Branch expenditure)	3167169.00	15596889.00
d.	Capital Goods (i.e. Capital expenditure incurred at Overseas Branch)	0.00	0.00

27. **Nomination, Remuneration and Evaluation Policy:**

The Nomination, Remuneration and Evaluation Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and the same are provided in the Corporate Governance Report section of the Annual Report, which forms part of this report.

28. **Human Resources:**

Your Company treats its "human resources" as one of its most important assets and has taken continuous efforts to set up and maintain an efficient work force. The company is continuously taken steps towards maintaining a

low attrition rate which it believes shall be achieved by investing in learning and development programmes for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels as well as a well-structured reward and recognition mechanism.

29. **Particulars of Employees:**

I) The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

	<b>Executive Director</b>	<b>Ratio to median Remuneration</b>
1	Sh. Sunil Chandra (Managing Director)	0.65:1

**Note:** The Company has not given any remuneration/benefits to non-executive/independent directors of the company during the year 2018-19.

b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

	<b>Directors, Company Secretary and Financial Officer</b>	<b>% increase in remuneration in the financial year</b>
1.	Sh. Sunil Chandra (Managing Director)	20%
2.	CS. Kaushal Walia (Company Secretary)	NIL

c. **The percentage increase in the median remuneration of employees in the financial year:** 6.12%

d. **The number of permanent employees on the rolls of Company:** 13 Employees as on 31<sup>st</sup> March, 2019

e. **The explanation on the relationship between average increase in remuneration and Company performance:** The performance of the Company for the current financial year is not encouraging than the previous year. However, the Company has minor increase in remuneration to Executive Director/key managerial personnel. While, at Middle & Junior level management, the proper increment was given in accordance with the inflation rate and at workmen and staff level.

f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:** Remuneration to Managing and Whole time directors were paid as per the scale approved by the members of the company.

g. **Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

<b>Particulars</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>	<b>% Change</b>
Market Capitalization (Rs. In Lacs)	84.47	84.47	-

h. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the Last public offer:**

<b>Particulars</b>	<b>March 31, 2019</b>	<b>At the time of Last Public offer</b>	<b>% Change</b>
Market Price (BSE)	2.94	10.00	(-) 70.60%

i. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** Proper increments at both managerial and staff/worker level has been given in financial year 2018-19.

j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:** The increase in salary of Managing Directors by 20% was as per term of appointment.

- k. **The key parameters for any variable component of remuneration availed by the directors:** No such variable component is included in the remuneration paid to directors.
- l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** Sh. Sunil Chandra (Managing Director): 1:3.5
- m. **Affirmation that the remuneration is as per the remuneration policy of the Company:** The Company affirms remuneration is as per the remuneration policy of the Company.
- II. There was no employee on the role of the company who drew remuneration in excess of the limits prescribed by the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence this relevant information is not applicable to the Company.

30. **Disclosure under sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013:**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

31. **Other Disclosures:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- ii) No Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report.
2. The provisions of Section 125(2) of the Companies Act, 2013 related with transfer of unclaimed dividend to Investor Education and Protection Fund do not apply to the Company as there was no dividend declared and paid in previous years and there is no unclaimed dividend.
3. **Equity Shares:**
  - No issue of equity shares with differential rights as to dividend, voting or otherwise during the year under review.
  - The Company has not bought back any of its securities during the year under review.
  - No Bonus shares were issued during the year under review.
  - No issue of shares (including sweat equity shares) to employees of the Company under Stock option Scheme during the year under review.
  - No Shares outstanding under the head Shares Suspense Account/Unclaimed Suspense Account at the beginning and end of the year under review.

32. **Acknowledgements:**

Your directors wish to place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by the Executives, Officers and Employees of the Company.

**By Order of the Board of Directors**

**Place: Yamunanagar  
Dated: 05-08-2019**

**(SUNIL CHANDRA)  
Managing Director  
DIN: 01066065**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31<sup>st</sup> March, 2019  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L29253HR1992PLC031576
ii.	Registration Date	20 <sup>th</sup> February, 1992
iii.	Name of the Company	Scan Projects Limited (Formerly Known as Ambala Cements Limited)
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	Village Jorian, Delhi Road, Yamunanagar – 135001 (Haryana) Tel: 01732-650495 Email: scanhry@scanprojects.in Website: www.scanprojects.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial & Computer Services (P) Limited (SEBI approved category I registrar and share transfer agents, SEBI Reg. no. INR000000262) Beetal House, 3 <sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Center, Near Dada Harsikhdas Mandir, New Delhi – 110062, Email: beetalrta@gmail.com, beetal@deetalfinancail.com Website: www.beetalfinancial.com Tel: 011-29961281/82 Fax: 011-29961284

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Erection Commissioning, Installation and annual maintenance of industrial Machinery and Equipments	332	58.63%
2.	Wholesale of industrial equipments, fabricating material/components and other items etc.	465	41.37%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
<b>NOT APPLICABLE</b>					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>I. Indian</b>									
Individual/ HUF	1716070	0	1716070	59.72	1716070	0	1716070	59.72	0.00
Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00

State Govt. (s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp	130630	0	130630	4.55	130630	0	130630	4.55	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total(A)(1):-</b>	<b>1846700</b>	<b>0</b>	<b>1846700</b>	<b>64.27</b>	<b>1846700</b>	<b>0</b>	<b>1846700</b>	<b>64.27</b>	<b>0.00</b>
<b>2. Foreign</b>									
NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total(A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>1846700</b>	<b>0</b>	<b>1846700</b>	<b>64.27</b>	<b>1846700</b>	<b>0</b>	<b>1846700</b>	<b>64.27</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
FIs	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total(B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non Institutions</b>									
Bodies Corp.									
(i) Indian	0	37200	37200	1.29	64800	37200	102000	3.55	2.26
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	28000	250100	278100	9.68	32400	215500	247900	8.63	-1.05
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	536300	175000	711300	24.76	524300	152400	676700	23.55	-1.21
Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total(B)(2)</b>	<b>564300</b>	<b>462300</b>	<b>1026600</b>	<b>35.73</b>	<b>621500</b>	<b>405100</b>	<b>1026600</b>	<b>35.73</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>564300</b>	<b>462300</b>	<b>1026600</b>	<b>35.73</b>	<b>621500</b>	<b>405100</b>	<b>1026600</b>	<b>35.73</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>2411000</b>	<b>462300</b>	<b>2873300</b>	<b>100.00</b>	<b>2468200</b>	<b>405100</b>	<b>2873300</b>	<b>100.00</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>2411000</b>	<b>462300</b>	<b>2873300</b>	<b>100.00</b>	<b>2468200</b>	<b>405100</b>	<b>2873300</b>	<b>100.00</b>	<b>0.00</b>

*Note: The Company has forfeited 2138400 Equity Shares in the Meeting of Board of Directors held on 24/03/2001 in terms of Articles of Association of the Company in consequences of having failed to pay calls due thereon 12/03/2001.*

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sh. Sunil Chandra	315910	10.99	0.00	315910	10.99	0.00	0.00
2	Sh. Sudhir Chandra	300460	10.46	0.00	300460	10.46	0.00	0.00
3	Smt. Vijay Laxmi	451500	15.71	0.00	451500	15.71	0.00	0.00
4	Sh. Krishan Kumar	141500	4.93	0.00	141500	4.93	0.00	0.00
5	Smt. Kavita Chandra	310600	10.81	0.00	310600	10.81	0.00	0.00
6	Smt. Alka Chandra	121100	4.21	0.00	121100	4.21	0.00	0.00
7	Smt. Nirmal Gupta	60000	2.09	0.00	60000	2.09	0.00	0.00
8	M/s Chanderpur Industries Private Limited	130630	4.55	0.00	130630	4.55	0.00	0.00
9	Smt. Smriti Gupta	15000	0.52	0.00	15000	0.52	0.00	0.00
	<b>Total</b>	<b>1846700</b>	<b>64.27</b>	<b>0.00</b>	<b>1846700</b>	<b>64.27</b>	<b>0.00</b>	<b>0.00</b>

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	There is no change in Promoter's Shareholding between 01/04/2018 to 31/03/2019			
	At the End of the year				

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Master Services Limited				
	At the beginning of the year	0	0.00	0	0.00
	Purchase during the year on dated 27/03/2019	64775	2.25	64775	2.25
	At the end of the year			64775	2.25
2.	Sh. Anuj Bagla				
	At the beginning of the year	25500	0.89	25500	0.89
	Purchases during the year Feb'19	25000	0.87	50500	1.76
	At the end of the year			50500	1.76
3.	Sh. Sushil Chandra				
	At the beginning of the year	19000	0.66	19000	0.66
	Transmission of shares on Feb'19	19000	0.66	38000	1.32
	At the end of the year			38000	1.32
4.	Reliant Finlease (P) Limited				
	At the beginning of the year	33200	1.16	33200	1.16
	At the end of the year			33200	1.16
5.	Sh. Kamal Kumar Mehandiratta				
	At the beginning of the year	25700	0.89	25700	0.89
	At the end of the year			25700	0.89
6.	Sh. Abhinav Jain				

	At the beginning of the year	25500	0.89	25500	0.89
	At the end of the year			25500	0.89
7.	Smt. Bhumika Jain				
	At the beginning of the year	25500	0.89	25500	0.89
	At the end of the year			25500	0.89
8.	Sh. Krishan Lal Mehandiratta				
	At the beginning of the year	25000	0.87	25000	0.87
	At the end of the year			25000	0.87
9.	Smt. Manorama Bagla				
	At the beginning of the year	25000	0.87	25000	0.87
	At the end of the year			25000	0.87
10.	Sh. Pardeep Azad				
	At the beginning of the year	25000	0.87	25000	0.87
	At the end of the year			25000	0.87
11.	Smt. Ritu Aggarwal				
	At the beginning of the year	25000	0.87	25000	0.87
	At the end of the year			25000	0.87
12.	Smt. Sarika Bagla				
	At the beginning of the year	25000	0.87	25000	0.87
	At the end of the year			25000	0.87

*v. Shareholding of Directors and Key Managerial Personnel:*

Sr. no	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sh. Sunil Chandra (Managing Director)				
	At the beginning of the year				
	At the end of the year	315910	10.99	315910	10.99

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits (*)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9388588.38	-	-	9388588.38
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>9388588.38</b>	<b>-</b>	<b>-</b>	<b>9388588.38</b>
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	5505807.00	-	-	5505807.00
<b>Net Change</b>	<b>5505807.00</b>	<b>-</b>	<b>-</b>	<b>5505807.00</b>
Indebtedness at the end of the financial year				
i) Principal Amount	3882781.38	-	-	3882781.38
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>3882781.38</b>	<b>-</b>	<b>-</b>	<b>3882781.38</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

*A. Remuneration to Managing Director, Whole-time Directors and/or Manager*

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sh. Sunil Chandra (Managing Director)	(Whole time Executive Director)	
	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	216000.00	0.00	216000.00
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	0.00	0.00	0.00
	(c)Profits in lieu of salary undersection17(3)Income- taxAct,1961	0.00	0.00	0.00
	Stock Option	0.00	0.00	0.00
	Sweat Equity	0.00	0.00	0.00
	Commission			
	- as % of profit	0.00	0.00	0.00
	- others , specify	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00
	Total(A)	216000.00	0.00	216000.00
	Ceiling as per the Act			

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Independent Directors			
	· Fee for attending board committee meetings	0.00	0.00	0.00
	· Commission	0.00	0.00	0.00
	· Others, please specify	0.00	0.00	0.00
	Total(1)	0.00	0.00	0.00
	Other Non-Executive Directors			
	· Fee for attending board committee meetings	0.00	0.00	0.00
	· Commission	0.00	0.00	0.00
	· Others ,please specify	0.00	0.00	0.00
	Total(2)	0.00	0.00	0.00
	Total(B)=(1+2)	0.00	0.00	0.00
	Total Managerial Remuneration (A + B)			216000.00
	Overall Ceiling as per the Act			

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS. Satish Kumar (Company Secretary)	CS Kaushal Walia (Company Secretary)	Total
	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	0.00	190194.00	64800.00	254994.00
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3) Income-tax Act,1961	0.00	0.00	0.00	0.00
	Stock Option	0.00	0.00	0.00	0.00
	Sweat Equity	0.00	0.00	0.00	0.00
	Commission				
	- as % of profit	0.00	0.00	0.00	0.00
	-others, specify...	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>0.00</b>	<b>190194.00</b>	<b>64800.00</b>	<b>254994.00</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There were no penalties, punishment or compounding of fences during the year ended 31<sup>st</sup> March, 2019.

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

Scan Projects Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2018-19

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Chanderpur Works (P) Limited, Yamunanagar (CPW)
b)	Nature of contracts/arrangements/transaction	Services Provided Erection Commissioning, Installation and annual maintenance of industrial Machinery and Equipments Trading of Equipments, Fabricating Materials and other items etc. Fixed Assets acquired
c)	Duration of the contracts / arrangements /transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Scan Projects Limited shall -Provide services to CPW and to the existing and new clients of CPW. -Diligently perform the contract in timely manner and provide services in accordance with the work order issued by CPW -Submit invoices on regular basis after completion of the job assigned to its and CPW shall promptly pay the same -be responsible for all the expenses incurred in connection with providing its services
e)	Date of approval by the Board	Ongoing contract was entered into in the ordinary course of business and on arm's length basis.

f)	Amount paid as advances, if any	0.00
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SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Christian Pfeiffer India (P) Limited
b)	Nature of contracts/arrangements/transaction	<u>Services Provided</u> Erection Commissioning, Installation of industrial Machinery and Equipments
c)	Duration of the contracts/arrangements/transaction	Contract for Particular transaction
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	Ongoing contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

**By Order of the Board of Directors**

**Place: Yamunanagar  
Dated: 05-08-2019**

**(SUNIL CHANDRA)  
Managing Director  
DIN: 01066065**

**FORM NO. MR-3  
Secretarial Audit Report  
For the Financial Year ended 31<sup>st</sup> March, 2019**

To  
**The Members,  
Scan Projects Limited  
(Formerly Known as Ambala Cements Limited)  
Village Jorian, Delhi Road,  
Yamunanagar - 135001**

I have conducted the Secretarial Audit of the Compliances of applicable statutory provisions and the adherence to good corporate practices by **SCAN PROJECTS LIMITED (CIN: L29253HR1992PLC031576)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Bases on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2019, generally complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting.

I have examined the books, papers, minutes books, form and returns filed, website of the listed entity and other records maintained by the Company for the financial year ended on March 31, 2019, according to the provisions of :

(I) the Companies Act, 2013 (the Act) and the rules made there under;

(II) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under;

(III) the Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(IV) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings;

(V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

(c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(f) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;  
**(Not applicable to the Company during the Audit Period)**

(g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(k) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;  
**(Not applicable to the Company during the Audit Period)**

(l) Other laws applicable to the Company as per the representations made by the Management and physical verification by us:

The Payment of Wages Act, 1936

The Minimum Wages Act, 1948

Employee State Insurance Act, 1948

The Employee Provident Fund and Miscellaneous Provisions Act, 1952

The Payment of Bonus Act, 1965

The Payment of Gratuity Act, 1972

The Contract Labour (Regulation and Abolition) Act, 1970

The Maternity Benefits Act, 1961

Competition Act, 2002

The Income Tax Act, 1961

Shops and Establishments Act, 1948

The Finance Act, 1994

I have also examined compliances with the applicable Clause of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India; and

(ii) Provisions of Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I hereby further report that:

The Board of Directors of the Company is duly constituted with proper Balance of Executive Directors, Non-Executive Directors and Independent Directors. During the under review there were no changes in the composition of the Board of Directors of the Company.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaning participation at the meeting.

The decisions carried through at the meetings are recorded in the minutes. I did not find any dissenting views recoded in the minutes. It was informed to me that, in absence of any such dissenting views, it was not required to record any such views in the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that, during the period under review, events/action having a major bearing on the Company's affairs in pursuance of the above mentioned Laws, Rules, Regulations, Guidelines, Standards, etc., is as mentioned below:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records,

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so for as it appears from examination of those records,

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does no arise during the review period.

**For J. P. Jagdev & Co.,  
Company Secretaries**

**Place: AMBALA  
Date: 05-08- 2019**

**(Jai Prakash Jagdev)  
FCS No.: 2469/C P No.: 2056**

**To  
The Members,  
Scan Projects Limited  
(Formerly Known as Ambala Cements Limited)  
Village Jorian, Delhi Road,  
Yamunanagar - 135001  
(Haryana)**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For J. P. Jagdev & Co.,  
Company Secretaries**

**Place: AMBALA  
Date: 05-08-2019**

**(Jai Prakash Jagdev)  
FCS No.: 2469/C P No.: 2056**

## **Salient features of the Policy of Nomination and Remuneration Committee**

### **POLICY FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AND REMOVAL AS DIRECTORS AND SENIOR MANAGERIAL PERSONNEL – (CRITERIA FOR DETERMINING QUALIFICATIONS)**

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
- 3 The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the committee shall recommend his/her appointment to the Board accordingly.
5. The Committee must always ensure that the appointment of the Directors and the Senior Management Personnel is as per all the applicable laws, rules and regulations.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of Companies Act, 2013 and the rules made there under or for any other reasons as may be justified by the Committee.

**SCAN PROJECTS LIMITED**  
**(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**  
**Regd Office: Village Jorian, Delhi Road, Yamunanagar (Haryana)**  
**Works: Village Sohana, Hema Majra Road, Tehsil Barara, Distt Ambala (Haryana)**  
**CIN: L29253HR1992PLC031576 Web Site: www.scanprojects.in**  
**Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in**

**REPORT ON CORPORATE GOVERNANCE (2018-19)**

**1 Company’s Philosophy on code of Corporate Governance:**

The foundations of Corporate Governance are transparency, accountability and fairness across operations. Scan Projects Limited (Formerly Known as Ambala Cements Limited) believes that the code of corporate governance is a necessary discipline and a means of achieving and attaining the goals and objectives of the company and only proper governance, implemented in the true spirit would lead to effectiveness and transparency in the functioning of a corporate and achieve maximization of wealth of its stakeholders on sustainable basis. The Board of Directors supports the broad principles of corporate governance. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity. The Company is in compliance with the requirements stipulated under Regulation 34 of the Listing Regulations entered into with the stock exchanges with regard to Corporate Governance.

**2 Board of Directors:**

As on March 31, 2019, the Company has six (6) Directors. Of the six Directors, four (4) (i.e. 66.67%) are Non-Executive Directors out of which Three (3) (i.e. 50%) are independent Directors. The composition of the Board is in conformity with the Listing Regulations entered into with the Stock Exchanges. None of the Non-Executive Directors are responsible for the day to day affairs of the Company. Composition and category of directors is as follows:

<u>Category</u>	<u>Name of the Director</u>
1. Executive directors	
• Promoters	Sh. Sunil Chandra (Managing Director)
2. Non-Executive director	Sh. Akshay Chandra (Executive Director)
	Smt. Prakriti Chandra (Non-Executive Director)
3. Non-Executive Independent directors	Sh. Ashok Kamboj ( Additional Independent Director)
	Sh. Jawahar Lal (Additional Independent Director)
	Sh. Joginder Kumar ( Additional Independent Director)

The following table gives the requisite details of Directors, their Directorships in other public companies, Chairmanships/ Memberships in Board Committees of other public companies and their attendance at the Board of Directors Meetings and the last Annual General Meeting are as under:

Name of the Director and Designation	Number of Board Meetings during the year 2018-19		Whether attended Last AGM	Directorships and Chairmanships / Memberships of Board and Board Committees in Other Companies “#”		
	Held	Attended		Director	Member	Chairman
Sh. Sunil Chandra (Executive officer and Managing Director) DIN 01066065	10	10	YES	NIL	NIL	NIL
Sh. Akshay Chandra (Executive Director) DIN 05208884	10	10	YES	NIL	NIL	NIL
Smt. Prakriti Chandra (Non-Executive women Director) DIN 07138255	10	10	YES	NIL	NIL	NIL
Sh. Joginder kumar (Non-Executive Independent Director) DIN 07449985	10	10	YES	NIL	NIL	NIL
Sh. Ashok Kamboj (Non-Executive Independent Director) DIN 07449868	10	10	YES	NIL	NIL	NIL
Sh. Jawahar Lal (Non-Executive Independent Director) DIN 07385438	10	10	YES	NIL	NIL	NIL

**Note:**

“#”Excluding directorship in private limited companies, foreign companies and Companies incorporated under Section 25 of the Companies Act, 1956.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

**Number of Board Meetings held and the dates on which held:**

During the year the company has held ten (10) Board of Director meetings. The dates on which the meetings were held are given below:

18-04-2018, 12-05-2018, 30-05-2018, 11-07-2018, 14-08-2018, 05-09-2018, 14-11-2018, 30-11-2018, 14-02-2019 and 29-03-2019.

The necessary quorum was present for all the meetings.

3 **Code of Conduct**

The Board of Directors has an important role in ensuring good Corporate Governance and has laid down the Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2019.

**Declaration**

I hereby declare that pursuant to Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have adopted a Code of Conduct for the Board members and Senior Management of the Company and the same has also been posted in the Company's website and that all the Board members and Senior Management personnel to whom this Code of Conduct is applicable have affirmed the compliance of the said Code of Conduct during the year 2018-19.

**Yamunanagar**  
**05<sup>th</sup> August, 2019**

**SUNIL CHANDRA**  
**(Managing Director)**

4 **Audit Committee:**

The company has an Audit Committee of the Board comprising of four (4) Non-Executive Directors, out of them three (3) are independent Directors. The member of the committee are as given below:

1. Sh. Jawahar Lal [Chairman (Additional Non-Executive Independent Director)]
2. Smt. Prakriti Chandra [Member (Non-Executive Director)]
3. Sh. Joginder Kumar [Member (Additional Non-Executive Independent Director)]
4. Sh. Ashok Kamboj [Member (Additional Non-Executive Independent Director)]

**Note:** During the year, the Audit Committee of the Company has been re-constituted on October 1, 2018 due to resignation of Sh. Akshay Chandra and appointed new member Smt. Prakriti Chandra in place of him.

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The audit committee meets the requirements of both section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee has all the powers, duties and obligations conferred upon and vested in it in terms of Section 177 of the Companies Act, 2013 as amended from time to time and also such additional powers, functions/features, duties, obligations and discretions as is contained in the listing Regulations from time to time and as entered into by the company are listed and /or any other powers, duties and obligations that may be assigned from time to time by the Board of Directors and the said committee shall submit its reports, recommendations etc., to the Board of Directors on all matters.

The Audit Committee met eleven (10) times during the year on 18-04-2018, 12-05-2018, 30-05-2018, 11-07-2018, 14-08-2018, 05-09-2018, 14-11-2018, 30-11-2018, 14-02-2019 and 29-03-2019. The Attendance of the members at the meetings was as follows: -

Name	Status	No. of Meeting held during the year	No. of Meeting Attended
Sh. Jawahar Lal (Non Executive Independent Director)	Chairman	10	10
Sh. Akshay Chandra (Director)	Member	10	6
Smt. Prakriti Chandra (Non Executive Director)	Member	10	4
Sh. Joginder Kumar (Non Executive Independent Director)	Member	10	10
Ashok Kamboj (Non Executive Independent Director)	Member	10	10

5 **Nomination and Remuneration Committee:**

i) The brief terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a

- director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
  3. Devising a policy on Board diversity;
  4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down and recommended to the Board for their appointment and removal.
  5. Carry out evaluation of performance of each Director.

ii) **Constitution and composition**

In compliance with the Listing Regulations and Section 178 of the Companies Act, 2013, the company has a Nomination and Remuneration Committee comprising of three (3) Non-Executive Directors, out of them two (2) are independent Directors. The member of the committee are as given below:

1. Smt. Prakriti Chandra [Member (Non-Executive Director)]
2. Sh. Joginder Kumar [Member (independent)]
3. Sh. Ashok Kamboj [Chairman (independent)]

**Note:** During the year, the Nomination and Remuneration Committee of the Company has been re-constituted on October 1, 2018 due to resignation of Sh. Akshay Chandra (Chairman) and appointed new member Smt. Prakriti Chandra in place of him. Sh. Ashok Kamboj was appointed as Chairman of the Committee w.e.f. 01/10/2018.

iii) **Meeting and attendance**

During the financial year 2018-19, the Nomination and Remuneration Committee met on 05-09-2019 and 29-03-2019. The Attendance of the members at the meetings was as follows: -

Name	Status	No. of Meeting held during the year	No. of Meeting Attended
Sh. Ashok Kamboj (Non-Executive Independent Director)	Chairman	2	2
Sh. Akshay Chandra (Executive Director)	Member	2	1
Smt. Prakriti Chandra (Non Executive Director)	Member	2	1
Sh. Joginder Kumar (Non-Executive Independent Director)	Member	2	2

- iv) The Company does not have any employee stock option scheme.

v) **Remuneration Policy:**

With new business activities, the overall growth of the company is good and encouraging. The volume of work of the company has been increased gradually, but the overall work force of the company has been increased in the year 2018-19 from 12 employees to 13 employees. Being a small size of company, the Remuneration Policy is designed to create a high performance culture. It able the company to attract retains and motivates employees to achieve better results. Our business model promotes customers centricity and requires employee's mobility as per project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. Presently, the Company has decided to pay remuneration to Executive Directors by way of salary and perquisites. However, the management of the company has decided not to give any remuneration to the non-executive directors of the company in the current year. In compliance with the Listing regulations and Section 178 of the Companies Act, 2013, the remuneration policy is decided and recommended by the NRC and approved by the Board of directors and Shareholders accordingly. The Details of Remuneration paid/payable to Executive Directors for the year ended 31<sup>st</sup> March 2019 are given below: -

**-Executive Directors:**

Name	Salary	Amount Paid / Payable during the year 2018-19
Sh. Sunil Chandra (Managing Director)	Rs.18000.00 per month	216000.00

**-Key Managerial Personnel (KMP)**

CS. Satish Kumar (Company Secretary)		64800.00
CS. Kaushal Walia (Company Secretary)		190194.00

- vi) **Non-Executive Directors:** The Company has not given any remuneration/benefits to non-executive directors of the company during the year 2018-19.
- vii) Details of Equity Shares of the Company held by the directors as on 31<sup>st</sup> March, 2019 are given below: -

Name	Number of Equity Shares Held
-Sh. Sunil Chandra (Managing Director)	315910

Note: The Company has not issued any convertible debentures.

6 **Shareholder's/Investor's Grievance Committee:**

The Board had constituted a Share Transfer & Shareholders/Investors Grievance Committee to approve the Share Transfer, Transmission, Transposition of Name, issue of Split/Duplicate Certificate and to review the status report on redressal of Shareholder and Investor complaints received by the company/Share Transfer Agent.

Composition, Name of Members and Chairman:

1. Sh. Joginder Kumar (Non-Executive Independent Director) : Chairman
2. Smt. Prakriti Chandra (Non-Executive Director) : Member
3. Sh. Ashok Kamboj (Non-Executive Independent Director) : Member

**Note:** During the year, the Nomination and Remuneration Committee of the Company has been re-constituted on October 1, 2018 due to resignation of Sh. Akshay Chandra (Member) and appointed new member Smt. Prakriti Chandra in place of him.

Name & Designation of Compliance Officer: Sh. Kaushal Walia (company Secretary)  
Mobile No.: 09813011446  
Email: scanhry@scanprojects.in

Details of investor complaints received and redressed during the year 2018-19 are as follows: -

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

7	<b>General Body Meetings:</b>				
	Location and time, where last three Annual General Meetings were held:				
	<b>Year</b>	<b>Type of Meeting</b>	<b>Venue</b>	<b>Date</b>	<b>Time</b>
	2015-16	AGM	Village Jorian, Delhi Road, Yamunanagar	30-09-2016	03.30 P.M.
	2016-17	AGM	Village Jorian, Delhi Road, Yamunanagar	29-09-2017	03.30 P.M.
	2017-18	AGM	Village Jorian, Delhi Road, Yamunanagar	28-09-2018	03.30 P.M.
	<ul style="list-style-type: none"> <li>• <b>Annual General Meeting:</b> No postal ballots were used/invited for voting at the last annual general meeting in respect of special resolution passed (if any). There are no special resolutions, which are proposed to be passed through postal ballot for the year under review. The particulars of ordinary/special resolutions passed there at are as under:-  <b>24th AGM held on 30th September 2016 at 03.30 P.M.</b>            -Appointment of Sh. Jawahar Lal, Ashok Kamboj &amp; Joginder Singh as Non-Executive independent Directors of the Company.            -Special Resolution for approval of Material Transactions with related parties.  <b>25th AGM held on 29th September 2017 at 03.30 P.M.</b>            -Appointment of Sh. Sunil Chandra as a Managing Directors of the company and his remuneration            -Special Resolution for approval of Material Transactions with related parties.  <b>26th AGM held on 28th September 2018 at 03.30 P.M.</b>            -Special Resolution for approval of Material Transactions with related parties.</li> <li>• <b>Extraordinary General Meeting:</b> No Extraordinary general meeting of the members was held during the year 2018-19</li> </ul>				
8	<b>Disclosures:</b>				
	<b>a) Disclosures on materially significant, related party transactions, that may have potential conflict with the interests of the company at large:</b> During the year ended 31-03-2019, there were no materially significant related party transactions that				

	<p>may have potential conflict with the interest of the company at large. Other related party transactions have been reported at Sl. No. 34 of Notes to Accounts of financial statement forming part of the Annual Report.</p> <p><b>Transactions with Non-executive Directors:</b> During the year, there are no transactions with non-executive directors.</p> <p><b>b) Details of non-compliance by the company:</b> There were neither instances of non-compliance by the company nor penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.</p> <p><b>c) Whistle Blower Policy:</b> The Company promotes ethical behavior and has in place mechanism for reporting and redresser of illegal and unethical behavior. The Company has a vigil mechanism and Whistle Blower Policy for due protection of whistle blowers. It is hereby confirmed that no personnel has been denied access to the Audit Committee.</p> <p><b>d) Risk Management Policy:</b> The board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.</p> <p><b>e) Corporate Social Responsibility (CSR):</b> Provision of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the company hence no Corporate Social Responsibility Committee has been formed during the year and other information related to CSR are not applicable to company.</p> <p><b>f) Related Party Policy:</b> All material transactions entered into with related parties as defined under the Act and listing agreement during the financial year were in the ordinary course of business and on Arm's Length price. The Company's policy on dealing with related party transactions has been formulated and amended from time to time.</p>
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9	<b>Means of Communication:</b>	
	<p>a) Quarterly and Half-yearly results has been regularly prepared and submitted to the respective authorities well in time. The same have also been duly published in the News paper on regular basis.</p> <p>b) Management Discussion and Analysis Report forms part of the Company's Annual Report.</p>	
10	<b>General Shareholder Information:</b>	
	<b>Annual General Meeting</b>	27 <sup>th</sup> Annual General Meeting
	Day and Date	Friday, 30 <sup>th</sup> August 2019
	Time	03.30 P.M.
	Venue	Village Jorian, Delhi Road, Yamunanagar – 135 001 (Haryana)
	<b>Financial Calendar</b>	
	Financial Year	April 1, 2019 to March 31, 2020
	Un-audited Financial Results	
	-First Quarter (30-06-2019)	Second week of August, 2019
	-Half yearly (30-09-2019)	Second week of November, 2019
	-Third Quarter (31-12-2019)	Second week of February, 2020
	<b>Audited Financial Results</b>	
	-Fourth Quarter (31-03-2020)	Last week of May, 2020
	<b>Day of book Closure</b>	
	-Physical mode	23-08-2019 to 30-09-2019 (Both day inclusive)
	Dividend	No dividend has been recommended by the Directors.
	Listing on Stock Exchange	Bombay Stock Exchange, Mumbai
	Registrar and Share Transfer Agents and	M/s Beetal Financial and Computer Services (P) Limited,

Share Transfer System	3 <sup>rd</sup> Floor, 99 BEETAL HOUSE, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdass Mandir, New Delhi – 110062 has been appointed by the company as agency for Dematerialization of shares and as Share Transfer Agent.			
Share Transfer System	Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned, duly transferred within 15 days, except in cases where litigation is involved. In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit / Credit of the accounts is involved.			
Market Price date-High/Low during each month of the year 2018-19	High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2018-19 on BSE:			
	<b>Month</b>	<b>High</b>	<b>Low</b>	<b>Total number of equity shares traded</b>
	April	2.94	2.94	0
	May	2.94	2.94	0
	June	2.94	2.94	0
	July	2.94	2.94	0
	August	2.94	2.94	0
	September	2.94	2.94	0
	October	2.94	2.94	0
	November	2.94	2.94	0
	December	2.94	2.94	0
	January	2.94	2.94	0
	February	2.94	2.94	0
	March	2.94	2.94	64800

#### Dematerialization of Shares and Liquidity

The Company's shares are available for trading in the depository systems of NSDL/ CDSL. As on March 31, 2019, 2468100 equity shares of the Company, equal to 85.90% of total fully paid up capital of the company were dematerialized.

#### Stock Codes/Symbol (BSE)

SCANPRO  
531797

#### ISIN No. for NSDL & CDSL

ISIN-INE 393D01015

#### Distribution of Shareholding as on 31-03-2019

No. of Shares		No. of Shareholders		Shareholdings	
Form	To	Nos.	% to Total	Nos.	% to Total
1	500	79	33.48	30126	1.05
501	1000	68	28.81	64000	2.23
1001	2000	18	7.63	30700	1.07
2001	3000	10	4.24	26099	0.91
3001	4000	6	2.54	21200	0.74
4001	5000	4	1.69	18400	0.64
5001	10000	8	3.39	61400	2.13
10001	Above	43	18.22	2621375	91.23
		<b>236</b>	<b>100.00</b>	<b>2873300</b>	<b>100.00</b>

**Shareholding Pattern as on 31<sup>st</sup> March 2019**

Category	Number of Equity Shares held	Percentage of Holding
a) Promoters		
Indian	1846700	64.27
Foreign	0	0.00
<b>Sub Total (a)</b>	<b>1846700</b>	<b>64.27</b>
b) Public		
Financial Institution/Bank	0	0
Non Institution – Body Corporate	102000	3.55
Individual (Indian Public)	924600	32.18
Foreign Ins	0	0
<b>Sub Total (b)</b>	<b>1026600</b>	<b>35.73</b>
<b>Grand Total (a + b)</b>	<b>2873300</b>	<b>100.00</b>

Factory Location	Hema Majra Road, Village Sohana P.O. Mullana, Distt. Ambala (Haryana)
Branch Office/Permanent Establishment	Ward No. 33, Dilli Bazar, 4 <sup>th</sup> Floor, District Kathmandu, Nepal
Registered Office	Village Jorian, Delhi Road, Yamunanagar – 135 001 (Haryana))

11. **Certificates by Managing Director & General Manager- Corporate Accounts**  
The Board of Directors has received certificates issued by the Managing Director and Director of the Company as envisaged under the Listing Regulations.
12. **Report on Corporate Governance**  
This chapter, read together with the information given in the chapter entitled as Management discussion and Analysis Report' constitutes a detailed compliance report on Corporate Governance during 2018-19 in terms of the Listing Regulations.
13. **Certificate on Corporate Governance**  
The Company has obtained the certificate from the Company Secretary regarding compliance with the provisions relating to Corporate Governance laid down in the Listing Regulations with the Stock Exchange. This certificate will be sent to Stock Exchanges, along with the annual report to be filed by the Company.

**By Order of the Board of Directors**

**Place: Yamunanagar**  
**Dated: 05-08-2019**

**(Sunil Chandra)**  
**Managing Director**  
**DIN: 01066065**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Company is engaged in activities i.e. Engineering Services (Erection, commissioning, supervision, project drawing and designing services) and trading of fabricating material, equipment parts and other items etc., and the overall growth of the company is encouraging. The prospects of the present activities (i.e. erection, commissioning, installation and project drawing and designing work for setting up of projects related to cement, fertilizers, renewal power energy and other allied industries project) is good and encouraging. Presently, the company is engaged in providing engineering services for erection, commissioning and supervision of custom designed and engineered critical equipment and systems to the core sector industries like cement, fertilizers and renewal power energy etc. and Trading of fabricating material, machinery parts and other items. The company is already having sufficient work order for Erection and Commissioning in hand at different locations and also having oversea work at Nepal. To execute the oversea work at Nepal, the Company has established Branch Office/Permanent Establishment at Nepal. The Company is also expecting to get better opportunities in the ensuing period. On the basis of that, the management of the company is quite hopeful to achieve better results in the coming years.

**2. OPPORTUNITIES, THREATS, RISKS AND CONCERN:**

With new activities i.e. Engineering Services (Erection, commissioning, supervision, project drawing and designing services) and trading of fabricating material, equipment parts and other items etc. the overall growth of the company is good and encouraging. In the current year 2018-19, the Company has earned the total revenue from operation Rs.409.05 Lacs against the previous year's Rs.389.59 Lacs. In the current year the performance of the company has been improved and same will further improved in the ensuing year because the Company has sufficient work order for Erection and Commissioning in hand at different locations in India and Nepal, which will be executed in the ensuing financial year. All these above efforts reflect that the Management of the Company is hopeful to achieve better results in the ensuing years with its existing business activities. Because the prospects of present activities (i.e. engineering services for erection, commissioning and supervision of custom designed and engineered critical equipment and systems to the core sector industries like cement, fertilizers and renewal power energy etc. and Trading of fabricating material, machinery parts and other items) are good and encouraging due to favorable government's policy to lay greater emphasis on infrastructure development, which directly impact the growth of core sector industries like Cement, fertilizer and power etc.

**3. SEGMENT WISE OR PRODUCT-WISE PERFORMANCE:**

After implementation of Ind AS, Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM), in deciding how to allocate resources and assessing performance. The Company's Chief decision maker is the Chief Executive Officer and Managing Director. The Company has identified two business segments as reportable segments. The business segment comprise of Erection, Commissioning, Supervision and Annual Maintenance Contract etc. and Trading activities. Segment wise performance has duly been reported at SI. No. 33 of Notes to Accounts of financial statement forming part of the Annual Report.

**4. OUTLOOK:**

With new activities i.e. Engineering Services (Erection, commissioning, supervision, project drawing and designing services) and trading of fabricating material, equipment parts and other items etc., the overall growth of the company is good and encouraging. The prospects of present activities (i.e. engineering services for erection, commissioning and supervision of custom designed and engineered critical equipment and systems to the core sector industries like cement, fertilizers and renewal power energy etc. and Trading of fabricating material, machinery parts and other items) are good and encouraging due to favorable government's policy to lay greater emphasis on infrastructure development, which directly has an impact on the growth of core sector industries like Cement, fertilizer and power etc. The Company has sufficient work order for Erection and Commissioning in hand at different locations in India and Nepal, which will be executed in the ensuing financial year, which gives the confidence of registering good growth in revenue during the coming years. The Company has established Branch Office/Permanent Establishment at Nepal for execution of job contracted at Nepal. On the basis of that, the management of the company is quite hopeful to

achieve better results in the coming years. All the above factors reflect that the management is hopeful to achieve better results in the ensuing years with new business activities.

5. **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

The Company's internal controls are commensurate with the size of the company and the nature of its business. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has an audit committee, the details of which are provided in the Corporate Governance Report. The audit committee reviews the internal control system and follows up on the implementation of corrective actions, if required. The committee also meets the company's statutory auditors to ascertain, inter alia their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. The management also regularly reviews the utilization of fiscal resource, compliance with law, efficiencies, so as to ensure optimum utilization of resources and achieve better efficiencies.

Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2019, our internal financial controls were adequate and operating effectively.

6. **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

With new business activities, the company, in order to meet its requirement, has employed 13 employees, in the year 2018-19. The company has taken efforts to set up and maintain an efficient work force. The company is taking steps towards maintaining a low attrition rate which it believes shall be achieved by investing in learning and development programs for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels as well as a well-structured reward and recognition mechanism.

7. **CAUTIONARY STATEMENT:**

Statements in the management discussion and analysis may be "forward looking" statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.

*Place: Yamunanagar*  
**Dated: 05-08-2019**

**By Order of the Board of Directors**

**(Sunil Chandra)**  
**Managing Director**  
**DIN: 01066065**

## **CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

**To**  
**The Member of**  
**Scan Projects Limited**  
**(Formerly Known as Ambala Cements Limited),**

1. We have examined the compliance of conditions of Corporate Governance by **SCAN PROJECTS LIMITED (FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**, for the year ended on 31<sup>st</sup> March, 2019, as stipulated in regulation 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with stock exchanges.

### **Management's Responsibility for compliance with the conditions of Listing Regulations**

2. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents.

### **Auditor's Responsibility**

3. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
4. Pursuant to the requirements of the listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31<sup>st</sup> March 2019.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.
8. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

### **Restriction on use**

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the company to comply with the requirement of the Listing Regulations and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate or into whose hands it may come without our prior consent in writing.

**Place: Yamunanagar**

**Date: 05-08-2019**

**for Vijay & Satish Bhatia**  
**Chartered Accountants**  
**Firm Registration No. 03535N**

**(SATISH BHATIA)**  
**PARTNER**  
**M. No. 082393**

**CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To,

**The Board of Directors of Scan Projects Limited  
(Formerly Known as “Ambala Cements Limited”)**

**Sub: CEO/CFO Certificate (Issue in accordance with provisions of Clause 49 of the listing Agreement)**

Dear Sir,

We, Sunil Chandra (Chief Executive Officer & Managing Director) and Akshay Chandra (Director) of the company **Scan Projects Limited (Formerly Known as Ambala Cements Limited)**, to the best of our knowledge and belief, certify that:

1. We have reviewed Financial Statements including Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity for the financial year, Balance Sheet, and all the notes on accounts and Director’s Report for the year and that to the best of my knowledge and belief: -
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violation of the company’s code of conduct and ethics.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee: -
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting polices during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.
5. We further declare that all Board members and senior managerial personnel have affirmed compliance with the Code of Conduct and ethics for the current year.

**Yours sincerely,**

**(SUNIL CHANDRA)  
CEO & MD**

**(AKSHAY CHANDRA)  
DIRECTOR**

**Place: Yamunanagar**

**Date: 05-08-2019**

## INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To,

**The Members of,  
Scan Projects Limited  
(Formerly Known as Ambala Cements Limited),**

### **Report on the Audit of the Standalone Ind AS Financial Statements**

#### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of **SCAN PROJECTS LIMITED (FORMERLY KNOWN AS AMBALA CEMENTS LIMITED), YAMUNANAGAR** ('the Company'), which comprise the Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit and Loss (Including Other Comprehensive Income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information in which are incorporated the Returns for the year ended on that date audited by the branch auditor of the Company's branch at Nepal.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key audit matters	How our audit addressed the key audit matter
<p>As described in Note 2(m) to the standalone financial statements, the Company has adopted Ind AS 115 “Revenue from Contracts with Customers” which is the new accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The Revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which remaining performance obligations will be satisfied subsequent to the balance sheet date. The Company adopted Ind AS 115 and applied the available exemption provided therein, to not restate the comparative period.</p>	<p>Our audit procedures on adoption of Ind AS 115 Revenue from Contracts with Customers”, which is the new revenue accounting standards, includes:-</p> <ul style="list-style-type: none"> <li>• Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard;</li> <li>• Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams;</li> <li>• Evaluated the changes made to IT systems to reflect the changes required in revenue recognition as per the new accounting standard;</li> <li>• Evaluated the cumulative effect of adjustments as at 1 April 2018 for compliance with the new revenue standard, if any; and</li> <li>• Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.</li> </ul>

### Other Information

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company’s Annual Report, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, the changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matter**

We did not audit the financial statements/information of Nepal Branch included in the standalone Ind AS financial statements of the Company whose financial statements/financial information reflect total assets of Rs. 11857516.00 as at 31st March 2019 and the total revenue of Rs. 3250440.00 for the year ended on that date, as considered in the standalone Ind AS financial statements/information of this branch has been audited by the branch's auditor whose reports have been furnished to us, and our opinion in so far as it relates to the amounts

and disclosures included in respect of branch, is based solely on the report of such branch auditor. Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from Nepal Branch not visited by us;
  - (c) The reports on the accounts of the Nepal branch office of the Company audited under Section 143(8) of the Act by branch auditor have been sent to us and have been properly dealt by us in preparing this report;
  - (d) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the statement of Cash Flows dealt with by this Report are in agreement with the books of account and with the returns received from Nepal branch not visited by us;
  - (e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (f) On the basis of the written representations received from the Directors as on March 31, 2019, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B".
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act.
  - (i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its standalone Ind AS financial position in its financial statements as of March 31, 2019;
    - ii) The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts;
    - iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund by the Company.

**Place: Yamunanagar**

**For Vijay & Satish Bhatia  
Chartered Accountants  
Firm Registration No. 03535N**

**Date: 30<sup>th</sup> May 2019**

**(SATISH BHATIA)  
M. No. 082393  
(PARTNER)**

**ANNEXURE “A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF INDEPENDENT AUDITORS’ REPORT OF EVEN DATE OF SCAN PROJECTS LIMITED (FORMERLY KNOWN AS AMBALA CEMENTS LIMITED) FOR THE YEAR ENDED MARCH 31, 2019**

- (i) In respect of the fixed assets of the Company:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (ii) As explained to us that, the Company is engaged in business activities i.e. Erection, commissioning & supervision services and trading of fabricating material, electrical components, machinery parts and other items etc and holds stock of consumable stores & spares and finished/traded goods, which have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) Reporting under clause 3(vi) of the Order is not applicable as the Company’s business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
- (vii) (a) According to the records of the company and as per information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee’s State Insurance Fund, Income Tax, Good and Service Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues applicable to it with appropriate authorities.
- (b) According to information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employee’s State Insurance Fund, Income Tax, Good and Service Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues, applicable to it, were in arrears as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they become payable.
- (c) According to the information and explanation given to us, there are no dues of Income Tax, Good and Service Tax, Sales Tax, Value added Tax, Service Tax, Duty of Custom and, Duty of Excise, applicable to it, which have not been deposited on account of any dispute as on 31-03-2019 except Central Excise Duty amounting to Rs.357489.19 (for the year 2002-03) against which the company has paid Rs.200000.00 and the balance is yet to be paid, because the case is pending before the appellent authority for settlement. The details of the same are given below: -

PARTICULARS	NATURE OF DUES	YEAR TO WHICH IT RELATES	AMOUNT	FORUM WHERE DISPUTE IS PENDING
Central Excise Duty	Difference in rate of excise duty	1991-1993 (arising in the year 2002-03)	357489.19 (against that Rs.200000/- has been paid)	Central Excise and Service Tax Appellate Tribunal

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.

- (ix) As per the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transaction with directors or persons connected with him and hence reporting under clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**Place: Yamunanagar**

**For Vijay & Satish Bhatia  
Chartered Accountants  
Firm Registration No. 03535N**

**Date: 30<sup>th</sup> May 2019**

**(SATISH BHATIA)  
M. No. 082393  
(PARTNER)**

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SCAN PROJECTS LIMITED (FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Scan Projects Limited (Formerly Known as Ambala Cements Limited)**, (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of

financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion considering nature of business, size of operation and organizational structure of the entity, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matter**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to branch office Nepal is based on the corresponding report by the branch auditor of the Company's branch at Nepal.

**Place: Yamunanagar**

**Date: 30<sup>th</sup> May 2019**

**For Vijay & Satish Bhatia  
Chartered Accountants  
Firm Registration No. 03535N**

**(SATISH BHATIA)  
M. No. 082393  
(PARTNER)**

**M/S SCAN PROJECTS LIMITED,**  
**YAMUNANAGAR**  
**(FORMERLY KNOWN AS AMBALA CEMENTS**  
**LIMITED)**

**BALANCE SHEET AS AT 31ST MARCH 2019**

PARTICULARS	NOTE NO.	AS AT 31-03-2019 (Rs.)	AS AT 31-03-2018 (Rs.)
<b>I ASSETS</b>			
<b>Non-Current Assets</b>			
-Property, Plant and Equipment's	3	5968368.96	3911035.96
-Capital work-in-progress		0.00	0.00
-Intangible assets		0.00	0.00
-Financial Assets			
Investments	4	560000.00	460000.00
Other Financial Assets		0.00	0.00
-Deferred Tax Assets (Net)	5	835211.00	912044.00
-Other Non-Current Assets	9	2570127.00	2454786.00
<b>Total Non-Current Assets</b>		<b>9933706.96</b>	<b>7737865.96</b>
<b>Current Assets</b>			
-Inventories	6	1221782.00	1735374.00
-Financial Assets			
Investment	4	0.00	0.00
Trade Receivable	7	23914694.25	28993345.25
Cash and Cash Equivalents	8	2971195.17	2589561.17
Other Financial Assets		0.00	0.00
-Current Tax Assets (Net)	17	96781.00	0.00
-Other Current Assets	9	26429497.00	27067113.00
<b>Total Current Assets</b>		<b>54633949.42</b>	<b>60385393.42</b>
<b>TOTAL ASSETS</b>		<b>64567656.38</b>	<b>68123259.38</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
-Equity Share Capital	10	39990500.00	39990500.00
-Other Equity	11	3447106.81	2020047.81
<b>Equity attributable to owners of the Company</b>		<b>43437606.81</b>	<b>42010547.81</b>
<b>Total Equity</b>		<b>43437606.81</b>	<b>42010547.81</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>-Financial Liabilities</b>			
Long Term Borrowings	12	0.00	0.00
Other Financial Liabilities	15	0.00	0.00
-Provisions	13	899613.19	951351.19
-Other non-current Liabilities		0.00	0.00
<b>Total Non-Current Liabilities</b>		<b>899613.19</b>	<b>951351.19</b>
<b>Current Liabilities</b>			
<b>-Financial Liabilities</b>			
Short-term Borrowings	12	3882781.38	9388588.38
Trade Payables	14	12470233.00	7825256.00

Other Financial Liabilities	<b>15</b>	2226178.00	3749367.00
-Other Current Liabilities	<b>16</b>	1643121.00	4079768.00
-Provisions	<b>13</b>	8123.00	5822.00
-Current Tax Liabilities (Net)	<b>17</b>	0.00	112559.00
<b>Total Current Liabilities</b>		<b>20230436.38</b>	<b>25161360.38</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>64567656.38</b>	<b>68123259.38</b>
		0.00	0.00

See accompanying Notes to the Financial Statements from 1 to 39

As per our report on even dated attached  
For Vijay & Satish Bhatia  
Chartered Accountants

(SATISH BHATIA)  
PARTNER  
M.No. 082393

Place: Yamunanagar  
Dated: 30-05-2019

For and on behalf of the Board of Directors

SUNIL CHANDRA

(MANAGING DIRECTOR)  
[DIN:01066065]

AKSHAY CHANDRA  
(DIRECTOR)  
[DIN: 05208884]

KAUSHAL WALIA  
(COMPANY SECRETARY)

**M/S SCAN PROJECTS LIMITED, YAMUNANAGAR**  
**(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019**

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31-03-2019 (Rs.)	FOR THE YEAR ENDED 31-03-2018 (Rs.)
<b><u>INCOME</u></b>			
-Revenue from Operations	<b>18</b>	40904692.00	38959291.00
-Other Income	<b>19</b>	0.00	91470.00
<b>Total Income Rs.</b>		<b>40904692.00</b>	<b>39050761.00</b>
<b><u>EXPENSES</u></b>			
-Purchase of Stock-in-Trade	<b>20</b>	16114540.00	10014359.00
-Changes in inventories of Stock-in-Trade and Work-in-Progress	<b>21</b>	0.00	0.00
-Employees Benefit Expenses	<b>22</b>	8550460.00	6078606.00
-Finance Costs	<b>23</b>	992668.00	1103883.00
-Depreciation, Amortization Expenses and Impairment Loss	<b>24</b>	417667.00	532290.00
-Provision for Doubtful Debts and Advances	<b>25</b>	(147845.00)	23326.00
-Operation and Other Expenses	<b>26</b>	13251115.00	19150910.80
<b>Total Expenses Rs.</b>		<b>39178605.00</b>	<b>36903374.80</b>
<b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>		<b>1726087.00</b>	<b>2147386.20</b>
<b>EXCEPTIONAL ITEMS</b>		<b>0.00</b>	<b>0.00</b>
<b>PROFIT BEFORE TAX</b>		<b>1726087.00</b>	<b>2147386.20</b>
<b>TAX EXPENSES</b>	<b>28</b>		
-Current Taxation		423129.00	685943.00
-Deferred Tax Liability/(Adjustment)		20793.00	122986.00
-Prior year Taxes		15000.00	46055.00
<b>PROFIT AFTER TAX FOR THE YEAR</b>		<b>1267165.00</b>	<b>1292402.20</b>
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>	<b>27</b>		
-Items that will not be reclassified to Statement of Profit and Loss		215934.00	(40848.00)
Tax relating to above items		56040.00	10518.00
-Items that will be reclassified to Statement of Profit and Loss		0.00	0.00
Tax relating to above items		0.00	0.00
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)</b>		<b>159894.00</b>	<b>(30330.00)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>1427059.00</b>	<b>1262072.20</b>
<b><u>EARNING PER SHARES:</u></b>	<b>29</b>		
-Basic Earning Per Share [In Rs.] [Face value Rs.10/- Per Share]		0.44	0.45
-Diluted Earning Per Share [In Rs.] [Face value Rs.10/- Per Share]		0.44	0.45

-Weighted average number of Equity Shares [Face value  
Rs.10/- Per Share]

2873300

2873300

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See accompanying Notes to the Financial Statements from 1 to 39

As per our report on even dated attached

For and on behalf of the Board of Directors

For Vijay & Satish Bhatia  
Chartered Accountants

SUNIL CHANDRA

(MANAGING DIRECTOR)

[DIN:01066065]

(SATISH BHATIA)

PARTNER

M.No. 082393

AKSHAY CHANDRA

KAUSHAL WALIA

Place: Yamunanagar

(DIRECTOR)

(COMPANY SECRETARY)

Dated: 30-05-2019

[DIN: 05208884]

**M/S SCAN PROJECTS LIMITED, YAMUNANAGAR  
(FORMERLY KNOWN AS AMBALA CEMENTS  
LIMITED)**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019**

PARTICULARS	FOR THE YEAR ENDED 31-03-2019 (RS.)	FOR THE YEAR ENDED 31-03-2018 (RS.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
-Net Profit/(Loss) before tax	1726087.00	2147386.20
-Adjustment for:-		
Depreciation and amortisation expenses	417667.00	532290.00
Interest Expenses	992668.00	1103883.00
Provision for Doubtful Loan and Advances written back	0.00	0.00
Provision of allowances for Bad and Doubtful debts (Excepted credit loss allowance)	(147845.00)	23326.00
(Profit)/Loss on sale of Assets	0.00	(91470.00)
Interest Income	0.00	0.00
	1262490.00	1568029.00
<b>Operating profit before working capital changes</b>	<b>2988577.00</b>	<b>3715415.20</b>
<b>Adjustment for (Increase)/Decrease in operating assets:</b>		
-Trade Receivables	5226496.00	(6529209.00)
-Inventories	513592.00	79251.00
-Unbilled Revenue	0.00	3893811.00
-Other Non-Current Assets	0.00	108040.00
-Other Current Assets	637616.00	527001.00
<b>Adjustment for Increase/(Decrease) in operating Liabilities:</b>		
-Trade Payables	4644977.00	1407497.00
-Other Financial Current liabilities	(1523189.00)	(426042.00)
-Other Current Liabilities	(2436647.00)	1351810.00
-Provisions	166497.00	143966.00
	7229342.00	556125.00
<b>Cash use in / generated from operation</b>	<b>10217919.00</b>	<b>4271540.20</b>
-Direct taxes paid	(762810.00)	(619439.00)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>9455109.00</b>	<b>3652101.20</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
-Sale Proceed of fixed assets	0.00	200000
-(Increase)/Decrease in Bank Balances not considered as Cash and Cash Equivalent	0.00	0.00
-Purchase of Investment	(100000.00)	(400000.00)
-Fixed Assets Purchases	(2475000.00)	
-Interest Income	0.00	0.00
	(2575000.00)	(200000.00)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(2575000.00)</b>	<b>(200000.00)</b>

**C. CASH FLOW FROM FINANCING ACTIVITIES**

-Increase/(Decrease) in Short term Bank Borrowings	(5505807.00)	(533119.62)
-Repayment of long term borrowings	0.00	0.00
-Finance cost	(992668.00)	(1103883.00)
	<u>(6498475.00)</u>	<u>(1637002.62)</u>
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(6498475.00)</b>	<b>(1637002.62)</b>

**NET CASH FLOW DURING THE YEAR (A+B+C) 381634.00 1815098.58**

**Cash and Cash Equivalent at beginning of the period 2589561.17 774462.59**

**Cash and Cash Equivalent at end of the period 2971195.17 2589561.17**

See accompanying Notes to the Financial Statements from 1 to 39

As per our report on even dated attached

For and on behalf of the Board of Directors

For Vijay & Satish Bhatia  
Chartered Accountants

(SATISH BHATIA)  
PARTNER  
M.No. 082393

Place: Yamunanagar  
Dated: 30-05-2019

SUNIL CHANDRA  
(MANAGING DIRECTOR)  
[DIN:01066065]

AKSHAY CHANDRA  
(DIRECTOR)  
[DIN: 05208884]

KAUSHAL WALIA  
(COMPANY SECRETARY)

**SCAN PROJECTS LIMITED, YAMUNANAGAR  
(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH  
2019**

<b>[1]</b>	<b><u>CORPORATE INFORMATION</u></b>
	<p><b>Scan Projects Limited</b> ('the Company') is a Public limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is at Village Jorian, Delhi Road, Yamunanagar - 135001 (Haryana). Its shares are listed on Bombay Stock Exchange [BSE]. The Company is engaged in Engineering Services (i.e. Erection, commissioning, supervision, project drawing and designing services) and trading of fabricating material, equipment parts and other items etc.</p>
<b>[2]</b>	<b><u>BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</u></b>
<b>I</b>	<b><u>Basis of Preparation of Financial Statement</u></b>
	<b><u>Statement of Compliance</u></b>
a)	<p>These Financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 other relevant provisions of the Act.</p>
b)	<p>These financial statements have been prepared on the historical cost convention basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. While measuring the fair value of an assets or liability, the company uses observable market data as far as possible. Fair values are categorized into different levels in a Fair Value hierarchy based on the inputs used in the valuation techniques as follows:</p> <p><b>Level 1:</b> Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.</p> <p><b>Level 2:</b> Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).</p> <p><b>Level 3:</b> Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If the inputs used to measure the Fair Value of an asset or a liability fall into different levels of the Fair Value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the Fair Value hierarchy as the lowest level input that is significant to the entire measurement.</p>
c)	<p>The accounts of Foreign Branch/Permanent Establishment for execution of Job contracted have been prepared in compliance with the local laws and applicable accounting standards and the same are duly incorporated in the standalone financial Statement of the company as if the transactions of the foreign Branch operation have been those of the Company itself. In cases where the financial year of foreign operation of Branch/Permanent Establishment is different from that of the Company, the financial statements of the said foreign branch operations have been drawn up so as to be aligned with the financial year of the company.</p>
d)	<b><u>Use of Estimates and Judgement</u></b>
	<p>The preparation of financial statements in accordance with the recognition and measurement principles of Ind AS requires management of the Company to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of income and expenses for the period presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are known or materialised.</p> <p>Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investment, useful lives of property, plant and equipment, recognition of deferred tax assets, allowance for bad debts, provisions and contingent liabilities.</p> <p><b>Impairment of investment:</b> The Company reviews its carrying value of investments carried at amortised cost</p>

	<p>annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.</p> <p><b>Useful lives of property, plant and equipment:</b> The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expenses in future periods.</p> <p><b>Recognition of deferred tax assets:</b> The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2(II)(k).</p> <p><b>Allowance for bad debts:</b> The Management makes estimates related to the recoverability of receivables, whose book values are adjusted through an allowance for Expected losses. Management specifically analyzes accounts receivable, customers' creditworthiness, current economic trends and changes in customer's collection terms when assessing the adequate allowance for Expected losses, which are estimated over the lifetime of the debts.</p> <p><b>Provisions and contingent liabilities:</b> A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.</p>
<b>II</b>	<b><u>SIGNIFICANT ACCOUNTING POLICES</u></b>
a)	<b><u>Property, Plant and Equipment:</u></b>
	<p>Property, plant and equipment (other than freehold land) are stated at cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of an item of Property, Plant and Equipment comprises:</p> <ol style="list-style-type: none"> <li>its purchase price, including import duties and non-refundable taxes (i.e. Goods and Service Tax, if any), after deducting trade discounts and rebates</li> <li>any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.</li> <li>the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.</li> <li>any subsequent expenditure for replacement/repair and maintenance is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Otherwise the same are recognised as expenditure in the statement of profit and loss when they are incurred.</li> </ol> <p>Expenses directly related to the construction or acquisition of the fixed assets have been capitalized and added to the particular assets. Pre-operative expenses incurred till the date of capitalization have been apportioned on pro-rata basis. Items of fixed assets that are not yet ready for their intended use as at the balance sheet date and other pre-operative expenses to the extent not apportioned are shown under the head "Capital work in progress".</p> <p>If significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted for as separate items (major components) of Property, Plant and Equipment and depreciated accordingly.</p> <p>Any Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and are recognised in the statement of profit and loss when the asset is derecognised.</p> <p><b>Depreciation/Amortization:</b> In respect of fixed assets (other than freehold land and capital work-in-progress) is calculated on written down value method ('WDV') based on useful lives and residual values estimated by the management in accordance with Schedule II of the Companies Act, 2013. Depreciation in respect of addition/deduction to fixed assets during the year has been charged on pro-rata basis. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use. The assets residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed and adjusted, if appropriate, at the end of each reporting period.</p>
b)	<b><u>Investment in Property</u></b>
	<p>Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with IND AS 16's requirements for cost model.</p>

	An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.
c)	<b><u>Intangible Assets</u></b>
	Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. Any Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific assets to which it relates. Otherwise the same are recognised as expenditure in the statement of profit and loss when they are incurred. <u>Amortisation:</u> Amortisation is calculated to write-off the cost of intangible assets less their estimated residual values using straight line method over their estimated useful lives ranging from 2-5 years and is generally recognised in statement of profit or loss. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.
d)	<b><u>Research and Development</u></b>
	Revenue expenditure incurred on Research and Development activities are expensed. Fixed assets relating to Research and Development are capitalised and depreciation provided thereon.
e)	<b><u>Financial Instruments</u></b>
	Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than Financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.
i)	<b><u>Financial assets</u></b>
	<p><b><i>Initial recognition and measurement</i></b> All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.</p> <p><b><i>Subsequent measurement</i></b> For purposes of subsequent measurement, financial assets are classified in four categories:</p> <ul style="list-style-type: none"> <li>• Debt instruments at amortized cost</li> <li>• Debt instruments at fair value through other comprehensive income (FVTOCI)</li> <li>• Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)</li> <li>• Equity instruments measured at fair value through other comprehensive income (FVTOCI)</li> </ul> <p><b><i>Debt instruments at amortised cost</i></b> The Company measures the debts instruments at Amortised Cost. Assets that are held for collection of contractual cash flows where those cash flows represent solely payment of principal and interest [SPPI] are measured at amortised cost. This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.</p> <p><b><i>Debt instrument at FVTOCI</i></b> A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:</p> <ol style="list-style-type: none"> <li>a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and</li> <li>b) The asset’s contractual cash flows represent SPPI.</li> </ol> <p>Debt instruments included within the FVTOCI category is measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses &amp; reversals and foreign exchange gain or loss in the P&amp;L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&amp;L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.</p>

The Company has not designated any financial asset as at FVTOCI.

***Debt instrument at FVTPL***

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

***Equity investments***

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Investment in equity shares, compulsorily convertible debentures and compulsory convertible preference shares of subsidiaries, associates and jointly controlled entities have been measured at cost less impairment allowance, if any.

***Derecognition of financial assets***

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from financial asset, or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset and has transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred an financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained the control of the financial asset. Where the Company retains the control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

***Impairment of financial assets***

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) Model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

- For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. ECL is used to provide for impairment loss.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

	<ul style="list-style-type: none"> <li>• Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivables balance and historical experience. Individual trade receivables are written off when management deems them not to be collectible.</li> </ul> <p>ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the statement of profit and loss. This amount is reflected under the head ‘other expenses’ in the profit and loss. The balance sheet presentation for various financial instruments is described below:</p> <ul style="list-style-type: none"> <li>• <i>Financial assets measured as at amortised cost and contractual revenue receivables</i>: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.</li> <li>• <i>Loan commitments and financial guarantee contracts</i>: ECL is presented as a provision in the balance sheet, i.e. as a liability.</li> <li>• <i>Debt instruments measured at FVTOCI</i>: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as ‘accumulated impairment amount’ in the OCI.</li> </ul> <p>For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.</p> <p>The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase / origination.</p>
ii)	<p><b>Financial liabilities</b></p>
	<p>The Company classifies its financial liabilities in the following measurement categories:</p> <ul style="list-style-type: none"> <li>- those to be measured subsequently at FVTPL and</li> <li>- those measured at AC</li> </ul> <p>The classification depends on the Company’s business model for managing the financial assets and the contractual terms of the cash flows.</p> <p><b>Initial recognition and measurement</b></p> <p>Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL or AC. All financial liabilities are recognised initially at Fair Value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.</p> <p>The Company’s financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.</p> <p><b>Subsequent measurement</b></p> <p>The measurement of financial liabilities depends on their classification, as described below:</p> <p><b><i>Financial liabilities at fair value through profit or loss (FVTPL)</i></b></p> <p>Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as at Fair Value through Profit or Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.</p> <p>Financial liabilities designated upon initial recognition at FVTPL are designated at the initial date of recognition, only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, Fair Value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/loss are not subsequently transferred to statement of profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.</p> <p><b>Loans and borrowings</b></p> <p>This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.</p> <p>Amortised cost (AC) is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.</p> <p>This category generally applies to interest-bearing loans and borrowings.</p>

	<p><b>Derecognition</b> A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.</p> <p><b>Offsetting of financial instruments</b> Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.</p> <p><b>Reclassification of financial assets</b> The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.</p> <p><b>Derivative financial instruments</b> The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts to hedge its foreign currency risks, interest rate risks and commodity price risks respectively. Such derivative financial instruments are initially recognised at Fair Value on the date on which a derivative contract is entered into and are subsequently re-measured at Fair Value. Derivatives are carried as financial assets when the Fair Value is positive and as financial liabilities when the Fair Value is negative.</p>
f)	<p><b><u>Inventories</u></b></p> <p>Inventories are measured at the lower of cost and net realisable value after providing for obsolescence, if any. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of work-in-progress relates to Project and erection/commissioning is valued at lower of cost and net realizable. The cost of inventories is determined using the weighted average method and includes expenditure incurred in acquiring inventories, production or conversion and other costs incurred in bringing them to their respective present location and condition.</p>
g)	<p><b><u>Trade Receivables</u></b></p> <p>Trade receivable are recognised initially at Fair Value and subsequently measured at AC using the effective interest method less provision for impairment. As per Ind AS 109 the Company has applied ECL for recognising the allowance for doubtful debts.</p>
f)	<p><b><u>Cash and Cash Equivalents</u></b></p> <p>The Company considers all highly liquid financial instruments, which are readily convertible into know amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchases, to be cash equivalents. Cash and cash equivalents in the balance sheet comprise of cash in hand, short-term deposits with an original maturity of three months or less and balance with banks which are unrestricted for withdrawal and usage.</p>
g)	<p><b><u>Equity Instruments</u></b></p> <p>An Equity instrument is a contract that evidences residual interest in the assets of the company after deducting</p>

	<p>all of its liabilities. Equity Instruments recognised by the company at the proceeds received net off direct issue cost.</p> <p>Repurchase of the company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments.</p> <p><b>Dividends</b> Provision is made for the amount of any dividend declared, in the year in which it is approved by shareholders.</p> <p><b>Earning Per Shares</b> Basic earnings / (loss) per share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for any bonus shares, share splits or reverse splits issued during the year and also after the balance sheet date but before the date the financial statements are approved by the of directors.</p> <p>For the purpose of calculating diluted earnings / (loss) per share, the net profit / (loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, share splits or reverse splits as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date.</p>
h)	<p><b><u>Borrowings Cost</u></b></p>
	<p>Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.</p>
i)	<p><b><u>Trade and Other Payables</u></b></p>
	<p>These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid at the period end. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their Fair Value and subsequently measured at amortised cost using the effective interest method.</p>
j)	<p><b><u>Government Grants and Subsidies</u></b></p>
	<p>Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all the attached conditions.</p> <p>Government grant relating to purchase of Property, Plant and Equipments are included in "other current /non-current liabilities" as Government Grant – Deferred Income and are credited to Profit or Loss on a straight line basis over the expected life of the related assets and presented within "Other Operating revenue". When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate.</p>
k)	<p><b><u>Income Tax</u></b></p>
	<p>Income tax expense comprises current and deferred tax. Tax is recognised in statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In such cases, the tax is also recognised in the other comprehensive income or in equity.</p> <p><b><u>Current tax</u></b> Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or subsequently enacted at the Balance sheet date. Current tax assets and liabilities are offset only if, the Company: The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The</p>

	<p>income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.</p> <p>Current Income tax payable by overseas branch of the Company is computed in accordance with the tax laws applicable in the jurisdiction where the branch operates. The taxes paid are generally available for set off against the Indian income tax liability on overall income of the company.</p> <p><b><u>Deferred tax</u></b>  Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither accounting nor taxable profit/loss at the time of the transaction. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have enacted or subsequently enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will be realised.</p>
l)	<p><b><u>Foreign currency transactions and foreign operations</u></b></p>
	<p>The reporting currency of the Company is Indian rupee.</p> <p>Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.</p> <p>In respect of Branch/Permanent Establishment for execution of Job contracted, which are integral foreign operations, the same are translated as if the transactions of the foreign operation have been those of the Company itself. For non-integral foreign operation, the assets and liabilities are translated at the rates prevailing at the end of the year. Income and expenses items of the non-integral foreign operation are translated at the average rate prevailing during the year. Any exchange difference arising on consolidation is recognized in the “Foreign Currency Translation Reserve” until the disposal of the operations.</p>
m)	<p><b><u>Revenue Recognition</u></b></p>
i)	<p>The Company derives revenues primarily from sale of traded goods (i.e. fabricating material, equipment parts, electrical material/components and other items etc.) and related engineering services (i.e. erection, commissioning, supervision, project drawing and designing services/related project).</p> <p>Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) –“Revenue from contracts with customers” using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01 April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.</p>
ii)	<p>Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.</p> <ul style="list-style-type: none"> <li>• Revenue related to fixed price erection, commissioning, supervision, project drawing and designing services/related contract where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.</li> <li>• In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method</li> </ul>

	<p>(‘POC method’) of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling obligations.</p> <ul style="list-style-type: none"> <li>Revenue from the sale of traded goods i.e. fabricating material, equipment parts, electrical material/components and other items etc. is recognized at the point in time when control is transferred to the customer.</li> </ul>
iii)	Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers
iv)	The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.
v)	Revenue from related parties is recognized based on transaction price which is at arm’s length.
vi)	Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue (“contract liability”) is recognized when there is a billing in excess of revenues.
vii)	Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.
viii)	The Company disaggregates revenue from contracts with customers by Business Segment, geography and nature of services.
ix)	Dividend income is recognized when right to receive dividend is established.
x)	Interest and other income are recognized on accrual basis on time proportion basis and measured at effective interest rate.
n)	<b>Employees Benefits</b>
i)	Defined Contribution Scheme
	Retirement benefits in the form of provident fund and employee state insurance are defined contribution schemes. The Company has no obligation other than the contribution payable to the funds and the contribution payable to fund is recognised as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.
ii)	Defined benefit plans
	<p>Retirement benefits in the form of gratuity is defined benefit obligations and is provided for on the basis of an actuarial valuation, using projected unit credit method as at each balance sheet date.</p> <p>Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.</p> <p>Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognised the following changes in defined benefit obligation as an expense in statement of profit or loss:</p> <ul style="list-style-type: none"> <li>Service cost comprising of current service cost, past service cost gains and loss on entitlements and non-routine settlement.</li> <li>Net interest expenses or income.</li> </ul>
iii)	Compensated absences
	Short-term compensated absences are provided based on estimates. Compensated absences which are not

	expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date. As the Company does not have an unconditional right to defer its settlement for 12 months after the reporting date, the entire leave is presented as a current liability in the balance sheet and expenses recognised in statement of profit and loss account.
o)	<b><u>Leases</u></b>
i)	<b><u>Company as a Lessee</u></b>
	<p><b><i>Finance Lease:</i></b> Leases of Property, Plant and Equipment where the Company, as lessee, has substantially transferred all the risks and rewards of the ownership are classified as finance leases. Finance lease payments are capitalised at the lower of lease's inception at the Fair Value of the lease property and the present value of minimum lease payments. The corresponding rental obligations, if any, net of finance charges are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate; of Interest on the remaining balance of liability for each period.</p> <p><b><i>Operating Lease:</i></b> Leases in which a significant portion of risk and rewards of ownership are not transferred to the Company as a lessee are classified as operating lease. Payments made under operating leases are charged to Profit and Loss on a straight line basis over the period of lease except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.</p>
ii)	<b><u>Company as a Lessor</u></b>
	Lease Income from operating leases where the Company is a lessor is recognised as income on a straight line basis over the lease term unless the receipts are structured to increase in line with the expected general inflation to compensate for the expected inflationary cost increases.
p)	<b><u>Provisions and contingent liabilities</u></b>
i)	<b><u>Provisions</u></b>
	Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the end of the reporting period. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
ii)	<b><u>Contingent Liabilities</u></b>
	Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.
q)	<b><u>Non-Current assets held for sale</u></b>
	Non-Current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. They are measured at lower of their (a.) carrying amount and (b.) Fair Value less cost to sell. Non-current assets are not depreciated or amortised when they are classified as held for sale.
r)	<b><u>Cash Flow Statement</u></b>
	Cash Flows are reported using the Indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows.
s)	<b><u>Recent accounting pronouncements</u></b>
	Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and

	amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019:
	<b>Ind AS 116 – Leases:</b> Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. Presently, the company is entered only short-term rental lease agreement and in accordance with the standard will not apply to short-term leases and leases for which the underlying asset is of low value accordingly the Company will elect not to apply the requirements of Ind AS 116 for its short term rental agreements.
	<b>Ind AS 12 – Income taxes:</b> The amendments relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events and amendment related to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. The Company does not expect this amendment to have any impact on its financial statements.
	<b>Ind AS 109 – Prepayment Features with Negative Compensation</b> The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.
	<b>Ind AS 19 – Plan Amendment, Curtailment or Settlement</b> The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.
	<b>Ind AS 23 – Borrowing Costs</b> The amendments clarify that if any specific borrowing remains outstanding after the related asset are ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

### 3.

PARTICULARS	AS AT	AS AT
	31-03-2019	31-03-2018
<b>Carrying Amount of :</b>		
-Freehold Land	1500747.96	1500747.96
-Factory Building	657689.00	778477.00
-Furniture & Fixtures	12312.00	15088.00
-Electric Fittings and Installations	5768.00	5768.00
-Workshop Equipments & Tools	3754727.00	1570938.00
-Office Equipments	12818.00	14106.00
-Computer and Printers	24307.00	25911.00
<b>Total</b>	<b>5968368.96</b>	<b>3911035.96</b>
Capital Work-in-Progress	0.00	0.00
<b>Total</b>	<b>5968368.96</b>	<b>3911035.96</b>

Description	Freehold	Factory	Furniture &	Electric	Workshop	Office	Computer	Total
	Land	Building	Fixtures	Fitting and Installation	Equipment & Tools	Equipments	and Printers	
Cost as at April 1, 2017	1500747.96	6102880.91	192256.14	115350.14	4479980.62	281306.00	486135	13158656.77
Additions during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposals of Assets	0.00	0.00	0.00	0.00	205570.00	0.00	0.00	205570.00
<b>Cost as at March 31, 2018</b>	<b>1500747.96</b>	<b>6102880.91</b>	<b>192256.14</b>	<b>115350.14</b>	<b>4274410.62</b>	<b>281306.00</b>	<b>486135.00</b>	<b>12953086.77</b>
Accumulated Depreciation as at April 1, 2017	0.00	5181428.91	173211.14	109582.14	2424766.62	264406.00	453406.00	8606800.81
Depreciation for the Year	0.00	142975.00	3957.00	0.00	375746	2794.00	6818.00	532290.00
Disposals	0.00	0.00	0.00	0.00	97040.00	0.00	0.00	97040.00
<b>Accumulated Depreciation as at March 31, 2018</b>	<b>0.00</b>	<b>5324403.91</b>	<b>177168.14</b>	<b>109582.14</b>	<b>2703472.62</b>	<b>267200.00</b>	<b>460224.00</b>	<b>9042050.81</b>
<b>Net Carrying amount as at March 31, 2018</b>	<b>1500747.96</b>	<b>778477.00</b>	<b>15088.00</b>	<b>5768.00</b>	<b>1570938.00</b>	<b>14106.00</b>	<b>25911.00</b>	<b>3911035.96</b>
Cost as at April 1, 2018	1500747.96	6102880.91	192256.14	115350.14	4274410.62	281306.00	486135.00	12953086.77
Additions during the year	0.00	0.00	0.00	0.00	2475000.00	0.00	0.00	2475000.00
Disposals of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Cost as at March 31, 2019</b>	<b>1500747.96</b>	<b>6102880.91</b>	<b>192256.14</b>	<b>115350.14</b>	<b>6749410.62</b>	<b>281306.00</b>	<b>486135.00</b>	<b>15428086.77</b>
Accumulated Depreciation as at April 1, 2018	0.00	5324403.91	177168.14	109582.14	2703472.62	267200.00	460224.00	9042050.81
Depreciation for the Year	0.00	120788.00	2776.00	0.00	291211.00	1288.00	1604.00	417667.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Accumulated Depreciation as at March 31, 2019</b>	<b>0.00</b>	<b>5445191.91</b>	<b>179944.14</b>	<b>109582.14</b>	<b>2994683.62</b>	<b>268488.00</b>	<b>461828.00</b>	<b>9459717.81</b>
<b>Net Carrying amount as at March 31, 2019</b>	<b>1500747.96</b>	<b>657689.00</b>	<b>12312.00</b>	<b>5768.00</b>	<b>3754727.00</b>	<b>12818.00</b>	<b>24307.00</b>	<b>5968368.96</b>

4. Investments consist of Followings:

PARTICULARS	AS AT	AS AT
	31-03-2019	31-03-2018
	(Rs.)	(Rs.)
i) <b>Non-Current Investment</b>		
<u>Investment in unquoted Non-Trade Equity</u>		
<u>Share Investments Fully Paid-up</u>		
56000 (March 31, 2018: 46000) Equity Shares of Rs.10/- each fully paid-up in M/s Yamunanagar Engineering Cluster Private Limited (As Cost)	560000.00	460000.00
	560000.00	460000.00
ii) <b>Current Investment</b>	0.00	0.00
<b>TOTAL RS.</b>	<b>560000.00</b>	<b>460000.00</b>
<b>Category-wise investments - as per IND AS 109 Classification</b>		
Financial assets carried at Fair value through profit or Loss (FVTPL)	0.00	0.00

Financial assets carried at amortised cost	560000.00	460000.00
Financial assets carried at fair value through other Comprehensive Income (FVTOCI)	0.00	0.00

[5] **DEFERRED TAX ASSETS (NET)**

Deferred Tax Assets consist of Followings:

PARTICULARS	AS AT	AS AT
	31-03-2019	31-03-2018
	(Rs.)	(Rs.)
Deferred Tax Assets	835211.00	912044.00
Deferred Tax Liabilities	0.00	0.00
<b>TOTAL RS.</b>	<b>835211.00</b>	<b>912044.00</b>

Significant components of net deferred tax assets and liabilities for the year ended March 31, 2018 are as follows:

PARTICULARS	OPENING	RECOGNISED/	RECOGNISED IN/	CLOSING
	BALANCE	REVERSED	RECLASSIFIED	BALANCE
	AS AT	THROUGH	FROM OTHER	AS AT
	01-04-2018	PROFIT AND	COMPREHENSIVE	31-03-2019
		LOSS	INCOME	
<b>Deferred Tax Assets/(Liabilities) in relation to:</b>				
-Property, Plant and Equipment and Intangible Assets	105023.00	(33377.00)	0.00	71646.00
-Provision for Retirement Gratuity Benefit to Employees	154419.00	44686.00	(56040.00)	143065.00
-Provision on account of Expected Credit Loss on Trade Receivables	652602.00	(32102.00)	0.00	620500.00
<b>Net Defferred Tax Assets/(Liabilities) Rs.</b>	<b>912044.00</b>	<b>(20793.00)</b>	<b>(56040.00)</b>	<b>835211.00</b>

Gross Deferred Tax Assets and Liabilities are as follows:

**As at March 31, 2019**

	Defferred Tax Assets	Deferred Tax Liabilities	Net Deferred Tax
<b>Deferred Tax Assets/(Liabilities) in relation to:</b>			
-Property, Plant and Equipment and Intangible Assets	71646.00	0.00	71646.00
-Provision for Retirement Gratuity Benefit to Employees	143065.00	0.00	143065.00
-Provision on account of Expected Credit Loss on Trade Receivables	620500.00	0.00	620500.00
<b>Net Defferred Tax Assets/(Liabilities) Rs.</b>	<b>835211.00</b>	<b>0.00</b>	<b>835211.00</b>

Significant components of net deferred tax assets and liabilities for the year ended March 31, 2018 are as follows:

PARTICULARS	OPENING	RECOGNISED/	RECOGNISED IN/	CLOSING
	BALANCE	REVERSED	RECLASSIFIED	BALANCE
	AS AT	THROUGH	FROM OTHER	AS AT
	01-04-2017	PROFIT AND	COMPREHENSIVE	31-03-2018
		LOSS	INCOME	
<b>Deferred Tax Assets/(Liabilities) in relation to:</b>				
-Property, Plant and Equipment and Intangible Assets	120403.00	(15380.00)	0.00	105023.00
-Provision for Retirement Gratuity Benefit to Employees	128195.00	15706.00	10518.00	154419.00
-Provision on account of Expected Credit Loss on Trade Receivables	775914.00	(123312.00)	0.00	652602.00

<b>Net Defferred Tax Assets/(Liabilities) Rs.</b>	<b>1024512.00</b>	<b>(122986.00)</b>	<b>10518.00</b>	<b>912044.00</b>
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Gross Deferred Tax Assets and Liabilities are as follows:

**As at March 31, 2018**

	<b>Defferred Tax Assets</b>	<b>Defferred Tax Liabilities</b>	<b>Net Defferred Tax</b>
<b>Defferred Tax Assets/(Liabilities) in relation to:</b>			
-Property, Plant and Equipment and Intangible Assets	105023.00	0.00	105023.00
-Provision for Retirement Gratuity Benefit to Employees	154419.00	0.00	154419.00
-Provision on account of Expected Credit Loss on Trade Receivables	652602.00	0.00	652602.00
<b>Net Defferred Tax Assets/(Liabilities) Rs.</b>	<b>912044.00</b>	<b>0.00</b>	<b>912044.00</b>

**Note:**

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the assets will be realized. Accordingly, the company has recognized deferred tax assets of Rs. NIL (March 31, 2018: NIL).

**[6] INVENTORIES**

Inventories consist of the following:

<b>PARTICULARS</b>	<b>AS AT 31-03-2019 (Rs.)</b>	<b>AS AT 31-03-2018 (Rs.)</b>
-Inventories (As taken, valued and certified by the Management)		
Finished/Traded goods	0.00	0.00
Consumable Stores and spares etc.	1221782.00	1735374.00
<b>TOTAL RS.</b>	<b>1221782.00</b>	<b>1735374.00</b>

**Note:**

-Inventories are carried at the lower of cost and net realisable value except Stock-in-Trade measured at fair value  
-For details of inventories given as security to lenders refer Note No. 14

**[7] TRADE RECEIVABLES**

Trade Receivables (unsecured) consist of the following:

<b>PARTICULARS</b>	<b>AS AT 31-03-2019 (Rs.)</b>	<b>AS AT 31-03-2018 (Rs.)</b>
i) <b>Non-Current Assets</b>	0.00	0.00
ii) <b>Current Assets</b>		
Trade Receivables (unsecured)		
Considered good	26301224.25	31527720.25
	26301224.25	31527720.25
Less: Allowances for doubtful debts (Expected Credit Loss allowance)	2386530.00	2534375.00

<b>TOTAL RS.</b>	<b>23914694.25</b>	<b>28993345.25</b>
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**The movement in allowance for doubtful debts as per expected credit loss (ECL) model is as under**

	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Balance as at the beginning of the year	2534375.00	2511049.00
Allowance for doubtful debts (Expected Credit Loss allowance) during the year	(147845.00)	23326.00
<b>Balance as at the end of the year</b>	<b>2386530.00</b>	<b>2534375.00</b>

**Note:**

-Trade receivable include receivables of Rs.9932938.00 (March 31, 2018: Rs.12852427.00) from companies/associates concerns in which directors and their relatives are director or member.

-For details of receivable given as security to lenders refer Note 12

-Refer Note 35 for information about credit risk and market risk of trade receivables.

In determining the allowance for doubtful trade receivables the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

<b>Ageing</b>	<b>Expected Credit Loss</b>
Past due 0 - 180 days	0.50%
Past due 180 - 360 days	5%
Past due more than 360 days	15%

<b>Age of Trade Receivables</b>	<b>AS AT 31-03-2019 (Rs.)</b>	<b>AS AT 31-03-2018 (Rs.)</b>
Past due 0 - 180 days	10483309.00	13005068.00
Past due 180 - 360 days	385744.00	3090481.00
Past due more than 360 days	15432171.25	15432171.25
<b>Total Rs.</b>	<b>26301224.25</b>	<b>31527720.25</b>

**Calculation of Expected Credit Loss**

<b>Age of Trade Receivables</b>	<b>AS AT 31-03-2019 (Rs.)</b>	<b>AS AT 31-03-2018 (Rs.)</b>
Past due 0 - 180 days	52417.00	65025.00
Past due 180 - 360 days	19287.00	154524.00
Past due more than 360 days	2314826.00	2314826.00
<b>Total Rs.</b>	<b>2386530.00</b>	<b>2534375.00</b>

**[8] CASH AND CASH EQUIVALENTS**

Cash and Cash Equivalents consist of the following:

<b>PARTICULARS</b>	<b>AS AT 31-03-2019</b>	<b>AS AT 31-03-2018</b>
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	(Rs.)	(Rs.)
i) Balance with Bank in Current Account	747979.50	1219791.50
ii) Cash-in-hand	2223215.67	1369769.67
<b>TOTAL RS.</b>	<b>2971195.17</b>	<b>2589561.17</b>

**Note:**

-For details of Cash and Cash Equivalents given as security to lenders refer Note No. 12

-There are no restrictions with regard to cash and cash equivalents at the end of the reporting period and prior period

**[9] OTHER ASSETS**

Other Assets consist of the following:

	AS AT	AS AT
	31-03-2019	31-03-2018
PARTICULARS	(Rs.)	(Rs.)
<b>i) Non-Current</b>		
-Security Deposits	88752.00	88752.00
-Central Excise Duty Recoverable (i.e. against disputed Liability for the year 2002-03)	200000.00	200000.00
-Income Tax Deducted at Source (Including earlier year Rs. 2281375.00 March 31, 2018: Rs.2166034.00)	2281375.00	2166034.00
<b>TOTAL RS.</b>	<b>2570127.00</b>	<b>2454786.00</b>
<b>ii) Current</b>		
-Advances for Supply of goods and rendering services		
Unsecured and Considered good	25424584.00	26661811.00
Unsecured and Considered doubtful	0.00	0.00
	25424584.00	26661811.00
Less: Allowances for doubtful advances (Expected Credit Loss allowance)	0.00	0.00
	25424584.00	26661811.00
-Prepaid Expenses	61279.00	42076.00
-Good and Service Tax Recoverable from Deptt. On Advance Payment Received from Customer	13538.00	0.00
- Good and Service Tax Recoverable from Deptt.	428398.00	0.00
-Nepal VAT Tax Recoverable	393643.00	235861.00
-Other Advances (i.e. Advance to Employees)	108055.00	127365.00
<b>TOTAL RS.</b>	<b>26429497.00</b>	<b>27067113.00</b>

**[10] SHARE CAPITAL**

The authorized, issued, subscribed and fully paid-up share capital comprises of equity shares having at par value of Rs.10/- each as follows:

	AS AT	AS AT
	31-03-2019	31-03-2018
PARTICULARS	(Rs.)	(Rs.)
<b>Authorized Share Capital</b>		
6000000 (March 31, 2018: 6000000) Equity Shares of Rs.10/- each	6000000.00	6000000

**Issued and Subscribed Share Capital**

5011700 (March 31, 2018: 5011700) Equity Shares of Rs.10/- each

**50117000.00** **50117000.00****Paid-up Share Capital**

2873300 (March 31, 2018: 2873300) Equity Shares of Rs.10/- each fully paid-up

28733000.00 28733000.00

Add: Forfeited 2138400 (March 31, 2018: 2138400) Equity Shares (Amount originally paid-up)

11257500.00 11257500.00

**TOTAL RS.****39990500.00** **39990500.00****Notes:**

- a) The Company has forfeited 2138400 Equity Shares (against which the call money amounting to Rs.10126500.00 were in arrears) in the Board of Directors meeting held on 24/03/2001, in terms of Articles of Association of the Company, in consequence of having failed to pay the call money due thereon on 12/03/2001.

**RECONCILIATION STATEMENT OF THE NUMBER OF EQUITY SHARES**

- b)
- OUTSTANDING:**

PARTICULARS	AS AT 31-03-2019		AS AT 31-03-2018	
	NUMBER OF SHARES	AMOUNT (RS.)	NUMBER OF SHARES	AMOUNT (RS.)
<b><u>EQUITY SHARES</u></b>				
Equity Shares at the beginning of the year	2873300	28733000.00	2873300	28733000.00
Add: No. of Equity Shares issued during the year	0	0.00	0	0.00
Less: No. of Share forfeited/buy-back during the year	0	0.00	0	0.00
Equity Shares at the End of the year	2873300	28733000.00	2873300	28733000.00
Add: Forfeited Equity Shares (Amount originally paid-up)	2138400	11257500.00	2138400	11257500.00
<b>Total Paid-up Equity Shares at the End of the year</b>	<b>5011700</b>	<b>39990500</b>	<b>5011700</b>	<b>39990500.00</b>

**DETAILS OF EQUITY SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE COMPANY**

- c)

NAME OF THE SHAREHOLDER	AS AT 31-03- 2019		AS AT 31-03-2018	
	NO. OF SHARES	% HELD	NO. OF SHARES	% HELD
Sh. Sunil Chandra S/o Sh. Sumesh Chandra	315910	10.99%	315910	10.99%
Sh. Sudhir Chandra S/o Sh. Sumesh Chandra	300460	10.46%	300460	10.46%
Smt. Vijay Laxmi W/o Late Sh. Vijay Kumar	451500	15.71%	451500	15.71%
Smt. Kavita Chandra W/o Sh. Sunil Chandra	310600	10.81%	310600	10.81%

**Note:** The % of Equity Shares held has been calculated on the basis of fully paid-up equity shares (i.e. 2873300) only.

**Terms/rights attached to equity shares:**

- d)

The Company has only one class of share capital, i.e. equity shares having face value of Rs.10/- per share. Each holder of fully paid equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

- e) For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

(i) Aggregate number and class of shares allotted as fully paid- up pursuant to contract(s) without payment being received in cash : NIL

(ii) Aggregate number and class of shares allotted as fully paid- up by way of bonus shares : Nil

(iii) Aggregate number and class of shares bought back : Nil

**[11] OTHER EQUITY**  
Other Equity consists of the following:

PARTICULARS	AS AT 31-03-2019 (Rs.)	AS AT 31-03-2018 (Rs.)
a) Retained Earnings	3317542.81	2050377.81
b) Equity Instruments through other comprehensive Income	0.00	0.00
c) Re-measurement of Post Employment Benefit obligations	129564.00	(30330.00)
<b>TOTAL RS.</b>	<b>3447106.81</b>	<b>2020047.81</b>
<b>A. RETAINED EARNINGS</b>		
Balance as at the beginning of the year	2050377.81	757975.61
Add: Net Profit after tax transferred from statement of Profit and Loss	1267165.00	1292402.20
	3317542.81	2050377.81
Less: Income Tax for earlier years adjusted	0.00	0.00
<b>Balance as at the end of the year</b>	<b>3317542.81</b>	<b>2050377.81</b>
<b>B. EQUITY INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME</b>		
Balance as at the beginning of the year	0.00	0.00
Addition/(deletion) during the year	0.00	0.00
<b>Balance as at the end of the year</b>	<b>0.00</b>	<b>0.00</b>
<b>C. RE-MEASUREMENT OF POST EMPLOYMENT BENEFIT OBLIGATION</b>		
Balance as at the beginning of the year	(30330.00)	0.00
Addition/(deletion) during the year	159894.00	(30330.00)
<b>Balance as at the end of the year</b>	<b>129564.00</b>	<b>(30330.00)</b>

**BORROWINGS**

[12] Borrowings consist of the following:

PARTICULARS	AS AT	AS AT
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
<b>Non-Current Borrowings</b>	0.00	0.00
i) <b><u>Current Borrowings</u></b>		
ii) <b><u>Loan Repayable on demand (Secured)</u></b>		
-Cash Credit Facility from Oriental Bank of Commerce Yamunanagar [Refer Note No. 12(ii)(a) below]	3882781.38	9388588.38
<b>TOTAL RS.</b>	<b>3882781.38</b>	<b>9388588.38</b>

**Notes :**

12(ii)(a) Working Capital Loans from Oriental Bank of Commerce, Yamunanagar amounting to Rs.3882781.38 (March 31, 2018: Rs.9388588.38)

-Nature of Security: Secured by way of hypothecation on entire current assets (i.e. Work-in-progress, Consumable Stores &amp; Spares, Book Debts and all other Current assets) of the Company wherever they are located.

-Term of Repayment: Sanctioned facility Rs.100.00 Lacs repayable on demand during the facility tenure of 12 months.

-Collateral Security/Personal Guarantee: The said loan is further secured by equitable mortgage of Land and building Registered in the name of the Company along with personal guarantee of **Sh. Sunil Chandra Chaitanya Chandra & Akshay Chandra**.[13] **PROVISIONS**

Provision consist of the following:

PARTICULARS	AS AT	AS AT
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
i) <b>Non-Current Provision</b>		
-Provision for Employees Benefit	0.00	0.00
Provision for Retirement Gratuity Benefit to Employees [Refer Note No. 31 below]	542124.00	593862.00
-Other Provisions		
Provision for Disputed Excise Duty for the year (2002-03)	357489.19	357489.19
<b>TOTAL RS.</b>	<b>899613.19</b>	<b>951351.19</b>
ii) <b>Current Provisions</b>		
-Provision for Employees Benefit		
Provision for Retirement Gratuity Benefit to Employees [Refer Note No. 31 below]	8123.00	5822.00
<b>TOTAL RS.</b>	<b>8123.00</b>	<b>5822.00</b>

[14] **TRADE PAYABLES**

Trade payables consist of the following:

PARTICULARS	AS AT	AS AT
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	31-03-2019 (Rs.)	31-03-2018 (Rs.)
<b>Current</b>		
<u>Trade Payables</u>		
-Total Outstanding Dues to Micro and Small Enterprises	3497712.00	0.00
-Total Outstanding Dues of Creditors other than Micro, Small Enterprises and related parties	8972521.00	7825256.00
Outstanding Due to related parties:		
-Associate Companies	0.00	0.00
<b>TOTAL RS.</b>	<b>12470233.00</b>	<b>7825256.00</b>

**Note:**

- The amount outstanding to Micro and Small Enterprises has been given only in case the company has received the information from the creditors/suppliers regarding their status of being a Micro and Small Enterprises and identified as Micro and Small Enterprises in terms of Micro, Small & Medium Enterprises Development Act, 2006.
- (i) The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:
- (ii)

Particulars	AS AT	
	31-03-2019	31-03-2018
The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the each accounting year		
-Principal amount due to Micro and Small Enterprises	3497712.00	0.00
-Interest due on above	0.00	0.00
The amount of interest paid by the Company in terms of Section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	0.00	0.00
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	0.00	0.00
The amount of interest accrued and remaining unpaid at the end of the each account year	0.00	0.00
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	0.00	0.00

**Note:**

Disclosure of payable to suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such suppliers at the Balance Sheet date. There are no delays in payment made to such suppliers during the year and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year

**[15] OTHER FINANCIAL LIABILITIES**

Other Financial Liabilities consist of the following:

PARTICULARS	AS AT	
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
i) <b>Non-Current</b>	0.00	0.00
ii) <b>Current</b>		
-Non-Trade Payables (Others Creditors)	585829.00	803918.00
-Amount of Retention Monies held from Contractors	1640349.00	2945449.00

<b>TOTAL RS.</b>	<b>2226178.00</b>	<b>3749367.00</b>
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- [16] **OTHER CURRENT LIABILITIES**  
Other Current Liabilities consist of the following:

<b>PARTICULARS</b>	<b>AS AT 31-03-2019 (Rs.)</b>	<b>AS AT 31-03-2018 (Rs.)</b>
<b>Current</b>		
-Advance Received from Customers	88750.00	0.00
-Expenses Payables	1447707.00	4019181.00
-Income Tax Deducted at Source Payable	106664.00	60587.00
<b>TOTAL RS.</b>	<b>1643121.00</b>	<b>4079768.00</b>

- [17] **CURRENT TAX LIABILITIES/(ASSETS) [NET]**  
Current Tax Liabilities consist of the following:

<b>PARTICULARS</b>	<b>AS AT 31-03-2019 (Rs.)</b>	<b>AS AT 31-03-2018 (Rs.)</b>
a) Current Tax Liabilities	423129.00	685943.00
b) <u>Current Tax Assets</u>		
-Income Tax Deducted at Source Receivable	519910.00	573384.00
-Advance Income Tax	0.00	0.00
Sub Total "b"	519910.00	573384.00
<b>TOTAL RS. [ a - b]</b>	<b>(96781.00)</b>	<b>112559.00</b>

- [18] **REVENUE FROM OPERATIONS**  
Revenue from operations consist of revenue from:

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED 31-03-2019 (Rs.)</b>	<b>FOR THE YEAR ENDED 31-03-2018 (Rs.)</b>
a) <u>Sale of Services</u>		
-Erection, Commissioning, Supervision, Project Drawing and Designing Charges)		
Domestic	17592147.00	7694974.00
Export (Including Branch Office Nepal)	3250440.00	16186472.00
	20842587.00	23881446.00
-Annual Maintenance Service Charges Received	3139228.00	4567739.00
	23981815.00	28449185.00
b) <u>Sales of Traded Goods</u> (i.e. Equipments, Fabricating Materials, Electrical Material/		

Components and other items etc.)	16922877.00	10510106.00
<b>TOTAL RS.</b>	<b>40904692.00</b>	<b>38959291.00</b>

a) Revenue disaggregation by Business Segment is as follows:

	March 31, 2019
-Erection Commissioning, Supervision & Annual Maintenance Contract Revenue	23981815.00
-Trading Activities	16922877.00
<b>Total</b>	<b>40904692.00</b>

b) Revenue disaggregation by geography is as follow:

	March 31, 2019
-India (Domestic)	37654252.00
-Outside India (Nepal Branch)	3250440.00
<b>Total</b>	<b>40904692.00</b>

c) Reconciliation of revenue recognised with the contracted price is as follows:

	March 31, 2019
-Contracted Price	40904692.00
-Less: Reduction towards variable consideration components	0.00
<b>-Revenue Recognised</b>	<b>40904692.00</b>

Note: The reduction towards variable consideration comprises of discounts/sale return/service level credit (if any)

**[19] OTHER INCOME**

Other income (net) consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2019 (Rs.)	FOR THE YEAR ENDED 31-03-2018 (Rs.)
Profit on Sale of Assets	0.00	91470.00
<b>TOTAL RS.</b>	<b>0.00</b>	<b>91470.00</b>

**PURCHASE OF STOCK-IN-TRADE**

Purchase of Stock-in-trade consist of the following:

**[20]**

PARTICULARS	FOR THE YEAR ENDED 31-03-2019 (Rs.)	FOR THE YEAR ENDED 31-03-2018 (Rs.)
<u>Purchase of Stock-in-Trade</u>		
-Traded goods (i.e. Equipment, Fabricating material, Electrical material/ components and other items etc.)	15821047.00	9659851.00
-Packing/Forwarding and Freight and Cartage Expenses	293493.00	354508.00
	<b>16114540.00</b>	<b>10014359.00</b>

**TOTAL RS.****16114540.00****10014359.00****[21] CHANGE IN INVENTORIES OF STOCK-IN-TRADE**

Change in inventories of stock-in-trade consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2019 (Rs.)	FOR THE YEAR ENDED 31-03-2018 (Rs.)
a) Inventories at the close of the year		
-Stock of Traded Goods	0.00	0.00
b) Inventories at the beginning of the year		
-Stock of Traded Goods	0.00	0.00
<b>TOTAL RS.</b>	<b>0.00</b>	<b>0.00</b>

**[22] EMPLOYEE BENEFIT EXPENSES**

Employee Benefit expenses consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2019 (Rs.)	FOR THE YEAR ENDED 31-03-2018 (Rs.)
a) <u>Salary and wages</u>		
-Directors' Remuneration	216000.00	180000.00
-Salary and wages to Staff at site (Including Amenities & Bonus to Staff)	6843536.00	4702976.00
-Salary to Staff (Including Amenities & Bonus to Staff)	<u>882773.00</u>	<u>792736.00</u>
	7942309.00	5675712.00
b) <u>Retirement Gratuity Benefits to Employees</u> [Refer to Note No. 31] (Including actual Gratuity Benefit paid to Employees Rs.48808.00 [Previous year Rs. NIL])	215305.00	143966.00
c) <u>Employers' Contribution Towards:</u>		
-Employees Provident/Family Pension Fund & Administrative Charges (Including Interest/Arrears/Panelty Paid Rs.NIL [March 31, 2018: Rs.2784.00])	103327.00	77898.00
-Employees State Insurance Fund (Including Interest/Arrears/Panelty Paid Rs.NIL [March 31, 2018: Rs.1442.00])	37917.00	35960.00
-Labour Welfare Fund	<u>3420.00</u>	<u>3280.00</u>
	144664.00	117138.00
d) <u>Staff and Labour Welfare Expenses</u>		
-At various site by staff	248182.00	141218.00
-At Office	<u>0.00</u>	<u>572.00</u>
	248182.00	141790.00

<b>TOTAL RS.</b>	<b>8550460.00</b>	<b>6078606.00</b>
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**[23] FINANCE COSTS**

Finance costs consist of the following:

PARTICULARS	FOR THE YEAR ENDED	
	31-03-2019	31-03-2018
	(Rs.)	(Rs.)

a) Interest Paid to:

Bank on Cash Credit Facility	992668.00	1103836.00
Department on late payment of Tax Deducted at Source/Service Tax	0.00	47.00
	992668.00	1103883.00

<b>TOTAL RS.</b>	<b>992668.00</b>	<b>1103883.00</b>
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**[24] DEPRECIATION, AMORTISATION AND IMPAIRMENT EXPENSE**

Depreciation, Amortisation and Impairment Expenses consist of the following:

PARTICULARS	FOR THE YEAR ENDED	
	31-03-2019	31-03-2018
	(Rs.)	(Rs.)

Depreciation and Impairment on Property, Plant and Equipment	417667.00	532290.00
Amortisation of Intangible assets	0.00	0.00

<b>TOTAL RS.</b>	<b>417667.00</b>	<b>532290.00</b>
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**[25] PROVISION FOR DOUBTFUL DEBTS AND ADVANCES (INCLUDING BAD DEBTS WRITTEN OFF)**

Provision for Doubtful Debts and advances consist of the following:

PARTICULARS	FOR THE YEAR ENDED	
	31-03-2019	31-03-2018
	(Rs.)	(Rs.)

Provision for Doubtful Debts (Excepted Credit Loss allowance)	(147845.00)	23326.00
Bad debts written off	0.00	0.00

<b>TOTAL RS.</b>	<b>(147845.00)</b>	<b>23326.00</b>
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**[26] OTHER EXPENSES**

Other expenses consist of the following:

PARTICULARS	FOR THE YEAR	
	YEAR	YEAR

		ENDED 31-03-2019 (Rs.)	ENDED 31-03-2018 (Rs.)
a)	<u>Direct Operation Expenses</u>		
	-Erection and Commissioning Charges paid to others	10339017.00	16647109.00
	-Consumable Store and Spares Consumed	792486.00	80351.00
	-Insurance Charges paid for various sites	4906.00	0.00
	-Telephone Expenses at site	100399.00	46005.00
	-Freight and Cartage paid at site	32812.00	0.00
	-Travelling and Conveyance Charges at site	540300.00	759451.00
		11809920.00	17532916.00
b)	<u>Other Expenses</u>		
	-Travelling and Conveyance Expenses (Others)	59752.00	19091.00
	-Printing and Stationery	27379.00	23751.00
	-Postage and Courier Charges	27357.00	24424.00
	-Telephone Expenses	0.00	1477.00
	-Legal and Professional Charges	318827.00	634927.00
	-Auditor's Remuneration and Re-imbursment of out-of-pocket expenses	218750.00	218750.00
	-Office Rent	174812.00	157650.00
	-Insurance Charges	124074.00	105386.00
	-Stock Exchange Listing Fee (Including Fine and Penalties Rs.17000.00 [Previous year Rs.NIL])	267000.00	251250.00
	-National Securities Depository Limited Fee	12000.00	19395.00
	-Miscellaneous Expenses	36609.00	39967.00
	-Duties and Taxes paid	404.00	380.00
	-Books and Perodical	4125.00	
	-Bank Changes	83177.00	18607.80
	-Advertisement and Publicity Expenses	35880.00	43290.00
	-Additional Service Tax Paid	0.00	2654.00
	-Fine and Penalty paid to Department	0.00	231556.00
	-Short and Excess Recoveries	51049.00	(174561.00)
		1441195.00	1617994.80
	<b>TOTAL RS.</b>	<b>13251115.00</b>	<b>19150910.80</b>

#### I Payment to Auditors

PARTICULARS	March 31, 2019	March 31, 2018
i) <b>Remuneration to Statutory Auditors</b>		
-Statutory Audit fee [Including Taxes Rs.18900.00][FY 2017-18 Rs.18900.00]	123900.00	123900.00
-Tax Audit Fee [Including Taxes Rs.3600.00][FY 2017-18 Rs.3600.00]	23600.00	23600.00
-Reimbursement of out-of-pocket expenses	0.00	0.00
ii) <b>Remuneration to Nepal Branch Auditor</b>		
-As Branch Audit Fee (Including Taxes)	93750.00	93750.00

#### II Operating Lease (As a Lessee):

The Company has taken office premises on operating lease. Theses lease arrangements range for a shorter period and include cancellable clause and the same are also renewable for further period on mutually agreeable terms and also include escalation clauses.

PARTICULARS	March 31, 2019	March 31, 2018
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Lease Payments recognized in the Statement of Profit and Loss during the year

174812.00

157650

[27] **OTHER COMPREHENSIVE INCOME/(LOSS)**

Other expenses consist of the following:

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
<b>a) Items that will not be reclassified to Statement of Profit and Loss</b>		
-Re measurement of the defined benefit plans	215934.00	(40848.00)
-Equity Instruments through Other Comprehensive Income	0.00	0.00
	215934.00	(40848.00)
-Less: Tax relating to above items	56040.00	10518.00
<b>Sub Total "a"</b>	<b>159894.00</b>	<b>30330.00</b>
<b>b) Items that will be reclassified to Statement of Profit and Loss</b>		
Loss	0.00	0.00
Less: Tax relating to above items	0.00	0.00
<b>Sub Total "b"</b>	<b>0.00</b>	<b>0.00</b>

[28] **INCOME TAXES RELATING TO CONTINUING OPERATIONS**

Income Tax Expenses consist of the following:

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
<b>i) <u>Current Tax</u></b>		
Current tax on profits for the year	423129.00	685943.00
Adjustments for current tax of prior periods	15000.00	46055.00
Total current tax expense	438129.00	731998.00
<b>ii) <u>Deferred Tax Benefit</u></b>		
Decrease / (increase) of deferred tax assets	20793.00	122986.00
(Decrease) / Increase in deferred tax liabilities	0.00	0.00
Total deferred tax expense	20793.00	122986.00
<b>iii) Total income tax expense recognized for the year</b>	<b>458922.00</b>	<b>854984.00</b>

b) The Reconciliation of estimated income tax expenses to the accounting profit for the year

PARTICULARS	FOR THE YEAR ENDED	FOR THE YEAR ENDED
	31-03-2019 (Rs.)	31-03-2018 (Rs.)
Profit before tax after exceptional items	1726087.00	2147386.20
Enacted tax rate in India	26.00%	25.75%
Computed expected tax expense at enacted tax rate	448783	552952

Tax Effect of:

-Tax effect on account of tax deductions	0.00	0.00
-Tax effect on Income that is exempt from taxation	0.00	0.00
-Tax effect of non-deductible expenses	(25654.00)	132991.00
<b>Total income tax expense recognized for the year</b>	<b>423129.00</b>	<b>685943.00</b>

c) Income Tax recognized on other comprehensive income

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED 31-03-2019 (Rs.)</b>	<b>FOR THE YEAR ENDED 31-03-2018 (Rs.)</b>
<b><u>Arising on income and expenses recognized in other comprehensive income:</u></b>		
<b><u>income:</u></b>		
Net fair value gain on investments in equity shares at FVTOC	0.00	0.00
Re measurement of defined benefit obligations	56040.00	10518.00
<b>Total</b>	<b>56040.00</b>	<b>10518.00</b>
Bifurcation of income tax recognized in other comprehensive income into:		
Items that will not be reclassified to profit or loss	56040.00	10518.00
Items that may be reclassified to profit or loss	0.00	0.00
<b>Total</b>	<b>56040.00</b>	<b>10518.00</b>

[29] **EARNING PER SHARE (EPS)**

The following reflect the profit and share data used in basic and diluted EPS computation

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED 31-03-2019 (Rs.)</b>	<b>FOR THE YEAR ENDED 31-03-2018 (Rs.)</b>
<u>Basic</u>		
-Profit after tax for the year	1267165.00	1292402.20
-Weighted average number of equity shares	2873300	2873300
-Basic EPS (Rs.)	0.44	0.45
<u>Diluted</u>		
-Profit after tax as per accounts	1267165.00	1292402.20
-Weighted average number of equity shares	2873300	2873300
-Diluted EPS (Rs.)	0.44	0.45
Face Value per share (Rs.)	10.00	10.00

**Note:**

The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the Company remain same.

[30] **CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

<b>PARTICULARS</b>	<b>AS AT 31-03-2019</b>	<b>AS AT 31-03-2018</b>	<b>AS AT 01-04-2016</b>
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	(Rs.)	(Rs.)	(Rs.)
a) <b>Contingent Liabilities</b>			
-Claim against the Company not acknowledge as debt	-	-	-
-Other Money for which Company is contingently liable	-	-	-
b) <b>Commitments</b>	-	-	-

**[31] EMPLOYEE DEFINED BENEFIT AND CONTRIBUTION PLANS**

a) **Defined Benefit Plans**

The Company has a defined benefit gratuity plan. Every employees who has completed five or more years of services is Eligible for gratuity. Gratuity is computed based on 15 days salary based on last drawn salary for each completed year of services. Presently the scheme of the Company is not funded by any qualified assets. Previously the Company has calculated accruing gratuity liability as per method on the assumption that such benefits are payable to all the employees at the end of the accounting year, reviewable every year. Now in current year the Company has recognized costs related to Post-employment defined plan on an actuarial basis.

**Net employees benefit expenses recognized in statement of profit and loss and in other comprehensive income:**

PARTICULARS	RETIREMENT GRATUITY	
	March 31, 2019	March 31, 2018
Current Service Cost	170547.00	143966.00
Interest Cost	44758.00	0.00
Net Interest Income/(Cost) on the Net Defined Benefit Liability(Assets)	0.00	0.00
<b>Net Defined Benefit cost recognized in Statement of Profit and Loss</b>	<b>215305.00</b>	<b>143966.00</b>
<b>Expenses Recognized through Other Comprehensive Income</b>		
Re-measurement for the period - obligation (gain)/loss through experience variance	(215934.00)	40848.00
Re-measurement for the period - Plan assets (gain)/loss	0.00	0.00
<b>Total defined benefit expenses recognized in Other Comprehensive Income</b>	<b>(215934.00)</b>	<b>40848.00</b>
<b>Total</b>	<b>(175086.00)</b>	<b>40848.00</b>

ii) **Change in the Defined Benefit Obligation:**

PARTICULARS	March 31, 2019	March 31, 2018
Opening Defined Benefit Obligation	599684.00	414870.00
Current Service Cost	170547.00	143966.00
Interest Cost	44758.00	0.00
<b>Re-measurement (or Actuarial gain/(loss) arising from:</b>		
Change in demographic assumptions	(19873.00)	0.00
Change in Financial assumptions	0.00	0.00
Change in Experience variance	(196061.00)	40848.00
Benefit Paid	(48808.00)	0.00
Settlement cost	0.00	0.00
Acquisition Adjustment	0.00	0.00
<b>Closing Defined Benefit Obligation</b>	<b>550247.00</b>	<b>599684.00</b>

iii) **Changes in the Fair Value of Plan Assets:**

PARTICULARS	March 31, 2019	March 31, 2018
Opening Fair Value of Plan Assets	0.00	0.00
Interest Income	0.00	0.00
Contributions by Employers' & Employees towards approved fund	0.00	0.00
Benefit Paid	0.00	0.00
Settlement Cost	0.00	0.00
Actuarial Gain/(Loss) on the Plan Assets	0.00	0.00

Fund Management Charges	0.00	0.00
<b>Closing Fair Value of Plan Assets</b>	<b>0.00</b>	<b>0.00</b>
Actual Return on Plan Assets	0.00	0.00

iv) **Net Liability/(Assets) recognized in the Balance Sheet:**

<b>PARTICULARS</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Present Value of Defined Benefit Obligation as at the end of the period	550247.00	599684.00
Fair Value of Plan Assets as at the end of the period	0.00	0.00
Surplus/(Deficit)	550247.00	599684.00
Current Liability of Defined Benefit Obligation	8123.00	5822.00
Non-Current Portion of Defined Benefit Obligation	542124.00	593862.00
<b>Net Liability/(Assets) recognized in the Balance Sheet:</b>	<b>550247.00</b>	<b>599684.00</b>

v) **Actuarial Assumptions**

<b>PARTICULARS</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Discount Rate (Per annum)	7.70%	7.50%
Salary Growth Rate (Per annum)	10.00%	10.00%
Expected rate of return on plan assets (Per annum)	0.00%	0.00%
<u>Attrition Rate</u>		
18-25	5.00%	5.00%
26-30	3.00%	3.00%
31-44	2.00%	2.00%
45-75	1.00%	1.00%
Mortality Rate (as % of IALM 2006-08)	100.00%	100.00%
Retirement Age	60	60

vi) **Quantitative Sensitivity analysis for significant assumption:**

<b>PARTICULARS</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Impact of +1% change in rate of discounting	462706.00	489711.00
Impact of -1% change in rate of discounting	658863.00	740442.00
Impact of +1% change in rate of Salary Growth	601652.00	735444.00
Impact of -1% change in rate of Salary Growth	493168.00	491050.00

b) Defined Contribution Scheme:

All eligible employees of the company are entitled to receive benefit under provident fund and employee state insurance Fund, a defined contribution plan in which both the employee and employer (at a determined rate) contribute monthly. The Company as specified under the law and has no obligation other than the contribution payable to the funds are Recognized as an expenses, when an employee renders the related services. The Company contribute the following fund under defined contribution scheme:

<b>PARTICULARS</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Employers' contribution towards Provident/Family Pension Fund,		
Administrative Charges and Insurance Fund	103327.00	77898.00
Employees State Insurance Fund	37917.00	35960.00
Labor Welfare Fund	3420.00	3280.00
<b>Total Rs.</b>	<b>144664.00</b>	<b>117138.00</b>

c)

Compensated Absences (Leave with Wages): Regarding compensated absences, the company does not have an unconditional right to defer its hence the entire leave is presented as a current liability in the balance sheet and expenses recognized in the statement of Profit and Loss account. 31, 2018: Rs.193092.00) as expenses towards earned leave with wages during the year.

[34] **FINANCIAL INSTRUMENTS**

i) The carrying value of financial instruments by categories as at March 31, 2019 and March 31, 2018 is as follows:

<b>CARRYING AMOUNT</b>			
FVTPL	FVTOCI	AMORTISED COST	TOTAL

a)	<b><u>As at March 31, 2019</u></b>			
	<b>Financial Assets:</b>			
	-Cash and Cash Equivalent	-	-	2971195.17
	-Trade Receivables	-	-	23914694.25
	-Investment in unquoted Equity Shares	-	-	560000.00
	-Other Financial Assets	-	-	0.00
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>27445889.42</b>
	<b>Financial Liabilities:</b>			
	-Trade and Other Payables	-	-	12470233.00
	-Borrowings	-	-	3882781.38
	-Other Financial Liabilities	-	-	2226178.00
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>18579192.38</b>
	<b><u>As at March 31, 2018</u></b>			
b)	<b>Financial Assets:</b>			
	-Cash and Cash Equivalent	-	-	2589561.17
	-Trade Receivables	-	-	28993345.25
	-Investment in unquoted Equity Shares	-	-	460000.00
	-Other Financial Assets	-	-	0.00
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>32042906.42</b>
	<b>Financial Liabilities:</b>			
	-Trade and Other Payables	-	-	7825256.00
	-Borrowings	-	-	9388588.38
	-Other Financial Liabilities	-	-	3749367.00
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>20963211.38</b>

ii)	Fair Valuation Techniques and Inputs used - recurring Items		
		<b>Fair Value</b>	
		<b>March 31, 2019</b>	<b>March 31, 2018</b>
	Financial Assets	-	-
	Financial Liabilities	-	-

iii) Fair Value of financial assets and liabilities measured at amortized cost.

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair value, due to their short term and settlement on demand nature. For all other financial assets and Liabilities measured at amortized cost, the Company considers that their carrying amounts approximate their fair values.

### [33] SEGMENT REPORTING

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM), in deciding how to allocate resources and assessing Performance. The Company's Chief decision maker is the Chief Executive Officer and Managing Director.

The Company has identified two business segment as reportable segments. The business segment comprise of Erection, Commissioning, Supervision and Annual Maintenance Contract etc. and Trading activities.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Property, Plant and equipment that are used interchangeably among segments are not allocated to reportable segments.

Summarized segment information for the year ended March 31, 2019 and March 31, 2018 is as follows:

a) **Year ended March 31, 2019**

<b>PARTICULARS</b>	<b>Erection Commissioning Supervision &amp; Annual Maintenance Contract</b>	<b>Trading Activities</b>	<b>Total</b>
-Revenue	23981815.00	16922877.00	40904692.00
-Segment Results	3203768.00	808337.00	4012105.00
-Finance Cost			992668.00
-Un allocable Expenses			1293350.00
-Operating Income			1726087.00
-Other Income (Net)			0.00
-Profit before tax			1726087.00
-Tax Expenses			458922.00
-Profit for the year			1267165.00
-Segment Assets	64567656.38	0.00	64567656.38
-Segment Liabilities	12852847.57	8277202.00	21130049.57

b) **Year ended March 31, 2018**

<b>PARTICULARS</b>	<b>Erection Commissioning Supervision &amp; Annual Maintenance Contract</b>	<b>Trading Activities</b>	<b>Total</b>
-Revenue	28449185.00	10510106.00	38959291.00
-Segment Results	4305373.00	495747.00	4801120.00
-Finance Cost			1103883.00
-Un allocable Expenses			1641320.80
-Operating Income			2055916.20
-Other Income (Net)			91470.00
-Profit before tax			2147386.20
-Tax Expenses			854984.00
-Profit for the year			1292402.20
-Segment Assets	68123259.38	0.00	68123259.38
-Segment Liabilities	21147859.57	4964852.00	26112711.57

c) **Geographical Segment information**

	<b>AS AT 31-03-2019</b>	<b>AS AT 31-03-2018</b>
-Revenue from operation		
Within India	20731375.00	12262713.00
Outside India (Nepal)	3250440.00	16186472.00
-Non-Current Assets "**"		
Within India	7865560.96	5773185.96
Outside India (Nepal)	672935.00	592636.00

Note "\*\*": Non-current assets other than financial assets and Deferred Tax Assets (Net)

**[36] RELATED PARTY DISCLOSURES**

During the year, the company has carried out some transactions with the following persons, firms (in which the directors of the company are interested) related to expenditure and other transactions. The details of the same are as under: -

**A. Related parties and their relationship****1 Key Management Personnel**

- Sh. Sunil Chandra (Managing Director)
- Sh. Akshay Chandra (Non Executive Director)
- Smt. Prakriti Chandra (Non Executive Director)

**2 Relatives of Key Personnel**

- Smt. Kavita Chandra w/o Sh. Sunil Chandra
- Smt. Alka Chandra w/o Sh. Sudhir Chandra
- Sh. Sudhir Chandra brother of Sh. Sunil Chandra

**3 Associate Concerns owned or significantly influenced by key management personnel or their relatives**

- M/s Chanderpur Works Private Limited, Yamuna Nagar
- M/s Chanderpur Renewal Power Company Private Limited, Yamuna Nagar
- M/s Chanderpur Industries Private Limited, Yamuna Nagar
- M/s Christian Pfeiffer India Private Limited, Yamunanagar

**B. Transactions with related parties for the year ended 31st March 2019**

Particulars	Key Management Personnel	Relative of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
<b>1 <u>Purchases</u></b>				
-Erection and Commissioning Charges paid	0.00	0.00	0.00	0.00
	(0.00)	(0.00)	(1500000.00)	(1500000.00)
<b>2 <u>Sales</u></b>				
-Sale of Stock-in-Trade	0.00	0.00	16922877.00	16922877.00
	(0.00)	(0.00)	(12401932.00)	(12401932.00)
-Erection, Commissioning, Supervision, Project Drawing and Designing Charges	0.00	0.00	7979646.00	7979646.00
	(0.00)	(0.00)	(9117208.00)	(9117208.00)
-Annual Maintenance Charges Received	0.00	0.00	3139228.00	3139228.00
	(0.00)	(0.00)	(7761715.00)	(7761715.00)
<b>3 <u>Expenses</u></b>				
-Directors' Remuneration	213000.00	0.00	0.00	213000.00
	(180000.00)	(0.00)	(0.00)	(180000.00)
-Office Rent Paid	0.00	0.00	120000.00	120000.00
	(0.00)	(0.00)	(120150.00)	(120150.00)
<b>C. <u>Balance with related parties as at 31st March 2019</u></b>				
<b>1 Trade Receivables (concerns)</b>	0.00	0.00	9932939.00	9932939.00
	(0.00)	(0.00)	(12852427.00)	(12852427.00)
<b>2 Other Creditors</b>	0.00	0.00	0.00	0.00
	(0.00)	(0.00)	(106200.00)	(106200.00)

*Note: Figures given in the bracket pertains to previous year*

**D. Disclosure of material transactions/balances with related parties**

<u>Particulars</u>	<b>2019</b>	<b>2018</b>
<u>Director Remuneration</u>		
-Sh. Sunil Chandra, Managing Director	213000.00	180000.00
<u>Lease Rent Paid (Associate Concern):</u>		
M/s Chanderpur Works Private Limited (Excluding Tax)	120000.00	120150.00
<u>Income from Services (Associate Concerns)</u>		
-Erection, Commissioning, Supervision, Project Drawing and Designing Charges received from M/s Chanderpur Works Private Limited (Including Tax)	7295289.00	8892696.00
-Erection, Commissioning, Supervision, Project Drawing and Designing Charges received from M/s Christian Pfeiffer India Private Limited (Including Tax)	684357.00	224512.00
-Annual Maintenance Charges Received M/s Chanderpur Works Private limited (Including Tax)	3139228.00	7761715.00
<u>Sales of Traded Goods (Associate Concerns)</u>		
-Equipments, Fabricating Materials and other items etc. Sold to M/s Chanderpur Works Private Limited (Including Tax)	16922877.00	12401932.00
<u>Erection and Commissioning Charges paid to (Excluding Tax (Associate Concerns)</u>		
-M/s Chanderpur Works Private Limited	0.00	1500000.00
<u>Fixed Assets Purchases (Excluding Tax (Associate Concerns)</u>		
-M/s Chanderpur Works Private Limited	2475000.00	0.00
<u>Trade Receivables:</u>		
-M/s Chanderpur Works Private Limited, Yamunanagar	9552899.00	12646942.00
-M/s Christian Pfeiffer India Private Limited, Yamunanagar	380040.00	205485.00
<u>Other Creditors</u>		
-M/s Chanderpur Works Private Limited, Yamunanagar	0.00	106200.00

**[35] FINANCIAL RISK MANAGEMENT**

The company's activity exposes itself to variety of financial risk which includes market risk, credit risk, liquidity risk, interest rate risk and price risk. The Company monitors and manages the above financial risks relating to its operations through internal risk reports which analyses exposures by degree and magnitude of risks. The primary focus is to identify risks and take steps for mitigation of risk or to minimize the potential adverse effects on the financial performance of the Company. The Company does not enter into any derivative financial instruments to hedge risk exposures.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and price risk, such as commodity risk. The Company's exposure to market risk is primarily on account of interest risk and foreign currency risk.

**a) Foreign Currency exchange rate risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities at Nepal Branch. However, the currency of Nepal is not volatile nature, hence risk of Fluctuation is negligible.

**Interest Rate Risk**

The Company's investments (Bank Deposits) are primarily on fixed rate interest bearing. Hence the Company is not significantly exposed to interest rate risk

**Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities

(Primarily loans). The Company consistently monitors the financial health of its customers and sales proceeds are being realized as per the milestone payment terms agreed to minimize the loss due to defaults or insolvency of the customer. Progressive liquidity management is being followed to de-risk the Company from any non-fulfilment of its liabilities to various creditors, statutory obligations, or any stakeholders.

b) Trade Receivables

The Company's exposure to trade receivables is limited due to diversified customer base. The Company consistently monitors progress under its contracts with customers and sales proceeds are being realized as per the milestone payment terms agreed to minimize the loss due to defaults or insolvency of the customer. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

Financial Instruments

Financial instruments that are subject to concentrations of credit risk primarily consist of cash and cash equivalents, term deposit with banks and other financial assets. Investments of surplus funds are made only with approved counterparties and within credit limits assigned. The Company's maximum exposure to credit risk as at March 31, 2018 and as at March 31, 2017 is the carrying value of each class of financial assets.

**Liquidity Risk**

Liquidity risk refers to that risk where the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement. In doing this, management considers both normal and stressed conditions. The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring cash flow forecast and by matching the maturity profiles of financial assets and liabilities. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

c) The table below summarizes the contractual maturity profile of the Company's financial liabilities based on contractual undiscounted payment:

<b>March 31, 2019</b>	<b>Due in 1 year</b>	<b>Due after 1 year</b>	<b>Total</b>
-Trade and Other Payables	12470233.00	0.00	12470233.00
-Borrowings	3882781.38	0.00	3882781.38
-Other Financial Liabilities	2226178.00	0.00	2226178.00
<b>Total</b>	<b>18579192.38</b>	<b>0.00</b>	<b>18579192.38</b>
<b>March 31, 2018</b>			
-Trade and Other Payables	7825256.00	0.00	7825256.00
-Borrowings	9388588.38	0.00	9388588.38
-Other Financial Liabilities	3749367.00	0.00	3749367.00
<b>Total</b>	<b>20963211.38</b>	<b>0.00</b>	<b>20963211.38</b>

d) **Capital Management**

The company's objective is to safeguard its financial stability, financial independence and its ability to continue as a going concern in order to generate returns for the shareholders and benefits for the other stake holders. The company incentivize the shareholders by paying optimum and regular dividends. The Company determines the amount of capital required on the basis of annual operating plans and other strategic investment plans. The funding requirements are met through internally generated funds. The Company does not have any borrowings in its capital portfolio.

[36] **DISCLOSURES PURSUANT TO REGULATION 34(3) AND 53(F) OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

	<b>March 31, 2019</b>	<b>March 31, 2018</b>
-Loan and Advances in the nature of Loan to Subsidiaries	-	-
-Loan and Advances in the nature of Loan to Associate Concerns	-	-

-Loans or Advances in the nature of loans to Firms/Companies in which directors are interested.	-	-
-Investment by the loanee in the shares of the company, when the company has made a loan or advance in the nature of loan	-	-

[37] **DETAILS OF LOANS GIVEN, INVESTMENT MADE AND GUARANTEE GIVEN UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013**

	<b>March 31, 2019</b>	<b>March 31, 2018</b>
-Investment made/Guarantees/Securities given	-	-
-Details of Loans and advances given to parties covered under section 186 of the Companies Act 2013	-	-

**[38] SUBSEQUENT EVENTS**

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

[39] The previous year's figures have been regrouped/ reclassified, wherever necessary, to confirm with the current year presentation.

**As per our report on even dated attached  
For Vijay & Satish Bhatia  
Chartered Accountants**

**For and on behalf of the Board of Directors**

**SUNIL CHANDRA  
(MANAGING DIRECTOR)  
[DIN : 01066065]**

**(SATISH BHATIA)  
PARTNER**

**AKSHAY CHANDRA  
(DIRECTOR)**

**KAUSHAL WALIA  
COMPANY SECRETARY)**

**M.No. 082393**

**{DIN: 05208884}**

**Place: Yamunanagar  
Dated: 30/05/2019**

**SCAN PROJECTS LIMITED**

(Formerly – Ambala Cements Ltd.)

Regd. Office: vill. Jorian, Delhi Road,  
Yamuna Nagar-135001.

**PROXY FORM**

I/We \_\_\_\_\_ of  
\_\_\_\_\_ in the district of  
\_\_\_\_\_ being a Member/ members of  
SCAN PROJECTS LIMITED.

Hereby appointed Mr. \_\_\_\_\_  
(Full Name)

of \_\_\_\_\_ in the district of \_\_\_\_\_  
(Full Name)

of failing him \_\_\_\_\_  
(Full Name)

of \_\_\_\_\_ in the district of \_\_\_\_\_  
(Full Name)

as my/ or proxy to vote for me/ us on my/ our behalf at the 27<sup>th</sup> Annual General Meeting of  
the Company to be held on Friday, the 30<sup>th</sup> August, 2019 and at adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix a one  
Rupees  
revenue  
stamp

**FORM A**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	<b>SCAN PROJECTS LIMITED</b> (FORMERLY KNOWN AS "AMBALA CEMETS LIMITED") # 1, Village Jorian, Delhi Road, Yamuna Nagar (Haryana)
2.	Annual financial statements for the year ended	31st March 2019
3.	Type of Audit observation	Qualified Report
4.	Frequency of observation	Not Applicable
5.	<b>To be signed by-</b>	
	<b>CEO/Managing Director</b> (SUNIL CHANDRA)	
	<b>Auditor of the company</b> VIJAY & SATISH BHATIA. CHARTERED ACCOUNTANTS, CIVIL LINES, OPP. JAMNA TALKIES JAGADHRI, HARYANA -135003 INDIA, PHONE: - 01732-241889, 247889	
	<b>Audit Committee Chairman</b> (JAWAHAR LAL)	
	<b>Company Secretary</b> (KAUSHAL WALIA)	

Proxy's Signature \_\_\_\_\_ Shareholder's Signature \_\_\_\_\_

Note: A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself on a poll only. The proxy need not be a member of the Company. The proxy must be deposited at the Registered Office of the Company not less than 48 hours before time of the meeting.

\_\_\_\_\_

# SCAN PROJECTS LIMITED

(Formerly – Ambala Cements Ltd.)

Regd. Office: Vill Jorian, Delhi Road,  
Yamuna Nagar-135001.

## ATTENDANCE SHEET

27th Annual General Meeting 30<sup>th</sup> August, 2019

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the member attending : \_\_\_\_\_

Full Name of the first joint - holder : \_\_\_\_\_

(To be filled in if first named holder does not attend the meeting)

Name of Proxy: \_\_\_\_\_

(To be filled in Proxy form has been duly deposited with the Company)

I hereby record my presence at the 27th Annual General Meeting of the company held at  
Regd. Office: Village Jorian, Delhi Road, Yamuna Nagar-135001, on Friday, the 30<sup>th</sup>  
August 2019.

Ledger Folia No. \_\_\_\_\_

Member's Proxy's Signature

No. of Shares held: \_\_\_\_\_ (To be signed at the time of handling over this slip)

# **BOOK POST**

***If undelivered please return to***

***SCAN PROJECTS LIMITED***

***FORMERLY KNOWN AS AMBALA CEMENTS LIMITED***

***REGD. OFFICE:-***

***1, Vill. Jorian, Delhi Road***

***Yamuna Nagar 135001***

***Haryana, India***