

SCAN PROJECTS 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 OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extra-Ordinary General Meeting of Scan Projects Limited will be held on Thursday, 07th March, 2024 at 04:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following Business:

The proceedings of the Extra-Ordinary General Meeting (“EGM”) shall be deemed to be conducted at the Registered Office of the Company at Village Jorian, Delhi-Yamuna Nagar Highway, Distt. Yamuna Nagar (Haryana) 135001 which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

Item No. 1. TO APPOINT STATUTORY AUDITOR TO FILL CASUAL VACANCY ON RESIGNATION

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 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Subhash Sajal & Associates. Chartered Accountants, Yamuna Nagar (Firm Registration No. 018178N) be and are hereby appointed as the Statutory Auditors of the Company on such remuneration as may be determined by the Board consultation with Audit and NRC Committee, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. Vijay & Satish Bhatia., Chartered Accountants Accountants (FRN 03535N), and they shall hold the till the conclusion of 32nd Annual General Meeting to be held in the year 2024 and for a further period of Five (5) years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: Yamunanagar

SD/-

Dated: 12-02-2024

(SUNIL CHANDRA)

Managing Director
DIN: 01066065

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the special business under item Nos. 1 of the Notice, is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“EGM”) through VC / OAVM/ Physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI Listing Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the EGM of the Company is being held through Physical Mode.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The facility for appointment of proxies by the Members will be available for the EGM and Proxy Form and Attendance Slip are annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scanhry@scanprojects.in with a copy marked to helpdesk.evoting@cdslindia.com.
5. To support the “Green Initiative” Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Beetal in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are not registered with the Company/ Depositories unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.scanprojects.in, website of the Stock Exchanges i.e. Bombay Stock Exchange Limited and on the website of CDSL www.evotingindia.com.
6. Members attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, 09th February, 2024.
8. 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 Extraordinary General Meeting.
9. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company at least 5 days before the date of Extraordinary General Meeting through Email on scanhry@scanprojects.in. The same will be replied by/ on behalf of the Company suitably.
10. The board of directors has appointed Mr. J. P. Jagdev, Proprietor 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.
11. The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those Members who are present at the EGM through Video Conferencing.
12. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the EGM.
13. The Notice of the EGM shall be placed on the website of the Company till the date of EGM. The Results declared, along with the Scrutinizer’s Report shall be placed on the Company’s website www.scanprojects.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.
14. Pursuant to Section 108 of the Companies Act, 2013 and the Rules made 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 EGM.

15. The instructions for e-voting are as under:

- i) The security holders should log on to 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 February 29, 2024.
- 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. February 29, 2024 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Mr. Anand Tirodkar on Tel: 022-22728153 (email id-anandt@cdslindia.com) or Ankit Bandivadekar on Tel: 022-22728634 (email id-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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extraordinary 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 EGM through ballot paper.
- xiv) The facility for voting through ballot paper shall be made available at the EGM 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 Extraordinary 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 favor 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 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.

16. The instructions for members for attending the EGM through VC/OAVM are as under:
- i) Member will be provided with the facility to attend the EGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii) Facility of joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM.
 - iii) Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
 - iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least 5 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at scanhry@scanprojects.in. The shareholders who do not wish to speak during the EGM but have queries may sent their queries in advance 5 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at scanhry@scanprojects.in. These queries will be replied to by the Company suitably by email.
 - vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

17. Guidelines for those shareholders whose e-mail address are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i) For Physical Shareholders- please provide necessary details like folio no., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Company/RTA e-mail id.
- ii) For Demat Shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID +CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Company/RTA e-mail id.
- iii) The Company/RTA shall co-ordinate with CDSL and to provide the login credential to the above-mentioned shareholders.

By Order of the Board of Directors

Place: Yamuna Nagar

SD/-

Dated: 12-02-2024

(SUNIL CHANDRA)

Managing Director

DIN: 01066065

SCAN PROJECTS LIMITED

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CIN: L29253HR1992PLC031576 Web Site: www.scanprojects.in
Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in

EXPLANATORY STATEMENT

ANNEXURE TO NOTICE EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying notice dated 12th February 2024.

ITEM NO : 1

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. Vijay & Satish Bhatia., Chartered Accountants Accountants (FRN 03535N) was appointed as the Statutory Auditors of the Company by the Members in the Company Annual General Meeting and now had tendered their resignation from their post of statutory auditors of the Company.

Accordingly, M/s. Subhash Sajal & Associates. Chartered Accountants, Yamuna Nagar (Firm Registration No. 018178N) were appointed in the Board Meeting as Statutory Auditors of the Company till the conclusion of 32nd Annual General Meeting to be held in the year 2024 and for a further period of Five(5) years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029.

M/s. Subhash Sajal & Associates. Chartered Accountants, Yamuna Nagar (Firm Registration No. 018178N) have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141 of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013.

Brief profile of Goyal Nagpal & Co. are as under

M/S. Subhash Sajal & Associates. is a partnership firm of Chartered Accountants established in 2002 to render timely, independent and objective counsel in the areas pertaining to accounting, auditing, taxation, Bank audit and management consultancy. For last few years, without undermining the importance of traditional areas of the practice such as Internal Audit, Statutory Audit, Domestic Taxation etc., the focus of the firm has been in the non-traditional areas such as Ind-AS Implementation, Valuations, Due Diligence, Banks Audit, Revenue Audit and Other variants of Audit, (like Concurrent Audit, Management Audit etc.). Our clients demand and we provide the special qualities of professional rigor, confidentiality and integrity required by the clients of all forms and sizes.

Appointment of Statutory Auditors due to casual vacancy requires the approval of shareholders. Hence, the Board recommends this resolution set out in Item No. 1 as an Ordinary Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 1 of the Notice.

By Order of the Board of Directors

Place: Yamuna Nagar

SD/-

Dated: 12-02-2024

(SUNIL CHANDRA)
Managing Director

DIN: 01066065