

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company: Scan Projects Limited (Formerly Known as Ambala Cements Limited)

Quarter Ended: 30/09/2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	On account of re-establishment of its business activities the volume of work of the company has been increased gradually. 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. The remuneration policy are decided and approved by the Board of directors, hence a Remuneration Committee has not been constituted.
(C) Other provisions as to Board and Committees	49 (I C)	Yes	
(D) Code of Conduct	49 (I D)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	The company has no subsidiary company
<b>V. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	It is provided on Annual Basis
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	It is provided on Annual Basis
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	No Public/right/Preferential issue has been made during the period under consideration.
(E) Remuneration of Directors	49 (IV E)	Yes	On account of re-establishment of its business activities the Board of Directors of the company has decided to give the remuneration to Managing Director (Rs.25000.00P.M. w.e.f. 01/04/2012) and Additional Executive Directors (Rs. 55500.00 P.M. w.e.f. 14/02/2012) in their meeting held on dated 14/02/2012.
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	It is provided on Annual basis
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	It is provided on Annual basis
<b>VII. Compliance</b>	49 (VII)	Yes	It is provided on Annual basis

Place: Yamunanagar  
Dated: 10-10-2012

For Scan Projects Limited

(Sunil Chandra)  
Managing Director