

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: 31/03/2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	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 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	The company has no subsidiary company
V. Disclosures	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)	Yes	Being complied in the Annual Report for the respective financial year.
(C) Board Disclosures	49 (IV B)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	N.A.	No Public/right/Preferential issue has been made during the period under consideration ¹
(E) Remuneration of Directors	49 (IV D)	Yes	The Board of Directors of the company has decided to give the remuneration to Managing Director and Whole Time Executive Director.
(F) Management	49 (IV E)	Yes	
(G) Shareholders	49 (IV F)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	Being complied in the Annual Report for the respective financial year.
VI. Report on Corporate Governance	49 (VI)	Yes	However, 49 (VI) is being complied in the Annual Report for the respective financial year.
VII. Compliance	49 (VII)	Yes	Being complied in the Annual Report for the respective financial year.

Place: Yamunanagar
Dated: 10-04-2014

for Scan Projects Limited

(Sunil Chandra)
Managing Director