

## 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](http://www.scanprojects.in)

Phone no.: 01732 – 650495 E-mail: [scanhry@scanprojects.in](mailto:scanhry@scanprojects.in)

### Notice: Convening 26<sup>th</sup> Annual General Meeting

Notice is hereby given that 26<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 28<sup>th</sup> day of September 2018 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 2018, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint Sh. Akshay Chandra, Director who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.
3. To appoint Auditors for the year ended 31<sup>st</sup> March 2019 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, 2018 and for every financial year thereafter:

#### Value of Related Party Transactions/ Arrangements per financial year

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Rs. In Lacs			
		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	-Sh. Sunil Chandra (Managing	-Sh. Sunil Chandra (Managing	-Sh. Sunil Chandra (Managing

		Director) -Sh. Akshay Chandra (Non- executive Director) -Smt. Prakriti Chandra (Non- Executive Director)	Director) -Sh. Akshay Chandra (Non- executive Director) -Smt. Prakriti Chandra (Non- Executive Director)	Director) -Sh. Akshay Chandra (Non- executive Director) -Smt. Prakriti Chandra (Non- Executive Director)	Director) -Sh. Akshay Chandra (Non- executive Director) -Smt. Prakriti Chandra (Non- Executive Director)
1.	Sales Purchase of goods or material ***	150.00	100.00	50.00	50.00
2.	Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) ***	500.00	75.00	50.00	25.00
3.	Lease Rent Received/Paid ***	1.20	-	-	-
	<b>Total</b>	<b>651.20</b>	<b>175.00</b>	<b>100.00</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, September 21, 2018 to Friday 28, September, 2018, 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 2017-18 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 September 21, 2018.
  - 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. September 21, 2018 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:id-anandt@cdslindia.com)) or Ankit Bandivadekar on Tel: 022-22728634 (email [jd-ankitb@cdslindia.com](mailto:jd-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](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.

**By Order of the Board of Directors**

**Place: Yamunanagar**

**Dated: 28-08-2018**

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

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

<b>PARTICULARS</b>	<b>AKSHARY CHANDRA</b>
Date of Birth	22/07/1991
DIN	05208884
Date of Appointment	14 <sup>th</sup> February, 2012
Qualification	Science Graduate
Experience	Wide experience in the field of Administration
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 2018	NIL

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**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 28, 2018:

**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**

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Rs. In Lacs			
		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. Sunil Chandra (Managing Director)	-Sh. Sunil Chandra (Managing Director)	-Sh. Sunil Chandra (Managing Director)
		-Sh. Akshay Chandra (Non-executive Director)	-Sh. Akshay Chandra (Non-executive Director)	-Sh. Akshay Chandra (Non-executive Director)	-Sh. Akshay Chandra (Non-executive Director)
		-Smt. Prakriti Chandra (Non-Executive Director)	-Smt. Prakriti Chandra (Non-Executive Director)	-Smt. Prakriti Chandra (Non-Executive Director)	-Smt. Prakriti Chandra (Non-Executive Director)
<b>1.</b>	Sales Purchase of goods or material “**”	150.00	100.00	50.00	50.00
<b>2.</b>	Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) “**”	500.00	75.00	50.00	25.00
<b>3.</b>	Lease Rent Received/Paid “**”	1.20	-	-	-
	<b>Total</b>	<b>651.20</b>	<b>175.00</b>	<b>100.00</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: 28-08-2018**

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