

19 th	ANNUAL REPORT 2010-2011
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SCAN PROJECTS LIMITED

(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)

VILLAGE SOHANA, HEMA MAJRA ROAD, P.O. MULLANA-133203 DISTT. AMBALA (HARYANA)

SCAN PROJECTS LIMITED

BOARD OF DIRECTORS

SH. SUNIL CHANDRA, DIRECTOR

SH. KRISHAN KUMAR, DIRECTOR

SH. PARDEEP KUMAR, DIRECTOR

AUDITORS

JAYANT BANSAL & CO.

CHARTERED ACCOUNTANTS,

320- MAHESH NAGAR,

AMBALA CANTT. -133001

PHONE:- 0171-2642401, 2661320

REGISTERED OFFICE

VILL. JORIAN

DELHI ROAD,

YAMUNA NAGAR-135001

WORKS

VILL. SOHANA

HEMA MAJRA ROAD,

P.O. MULLANA-133203

DISTT. AMBALA, HARYANA

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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)

Notice: Convening 19th Annual General Meeting

Notice is hereby given that 19th Annual General Meeting of the members of the Company “**Scan Projects Limited (Formerly Known as Ambala Cements Limited)**” will be held on Thursday 29th day of September 2011 at 10:30 A.M. at the registered office of the Company, address, given above to transact the following ordinary business with or without modification.

Ordinary Business: Ordinary Resolutions:

1. To receive, consider and adopt the Audited Balance Sheet as at 31-03-2011 and the Profit and Loss Account ended on that date along with the Auditors’ and Directors’ Report thereon.
2. To re-appoint Sh. Krishna Kumar, Director who retires by rotation at this meeting and being eligible has offered himself for re-election.
3. To appoint Auditors for the year ended 31st March 2012 and fix their remuneration. M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, who retire on the date of Annual General Meeting and being eligible offer themselves for re-appointment.

By Order of the Board of

**Place: Ambala Cantt
Dated: 26-08-2011**

**Sd/-
Sunil Chandra
(Chairman)**

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and vote at the meeting in his/her stead. A proxy need not be a member of the Company. A proxy in order to be valid must be deposited at the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting. A proxy form is enclosed.
2. 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.
3. Members are requested to notify to the company immediately the changes in their registered address, if any.

4. Members having any queries relating to the Annual Report are requested to write to the company at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
5. Members are requested to bring their copies of Annual report to the meeting.
6. The members/proxies should bring attendance slip sent herewith duly filled and stamped for attending the meeting.
7. Members may please note that no gifts or coupon will be distributed at the Annual General Meeting.

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)

Directors' Report

To The Members,

The Directors have pleasure in presenting their 19th Annual Report along with the Audited Annual Statements of Accounts for the financial year ended on 31-03-2011:

1. **Financial Highlights:**

	(Rs. In Lacs)	
	2010-11	2009-10
<u>Receipts:</u>		
-Net Sales/Income from Traded Goods	244.71	145.89
-Errection, Commissioning, Supervision, Project Drawing and Designing Service Charges Received	231.67	26.00
	476.38	171.89
Other Income	7.39	3.86
Profit/(Loss) Before exceptional items and depreciation	138.36	20.18
Depreciation	4.62	1.89
Profit/(Loss) Before Tax and exceptional items	133.74	18.29
<u>Exceptional Items:</u>		
-Profit/(loss) on sales of Fixed Assets	(7.31)	(8.10)
-Profit/(Loss) on sale of substantial part of assets acquired under capital work in progress i.e. new expansion scheme and Technology Development Assistance Scheme	0.00	(3.53)
-Adjustment of unpaid interest waived by Lloyd Finance Limited under one time settlement	2.66	0.00
	(4.65)	(11.63)
Profit/(Loss) Before Tax	129.09	6.66

Provision for Taxation (Net of Deferred tax)	0.24	0.00
Profit/(Loss) after tax	128.85	6.66
Reserves and Surplus	15.00	15.00
Accumulated Profit/(Loss)	(273.61)	(402.46)

2. **Operations and Out Look for the Current Year:**

In view of re-structured process initiated by the management of the company, the company has re-established its business activities, which has led to the revival of the company. The Company had discontinued its main manufacturing activities (i.e. manufacturing of ordinary Portland cement) since Jan' 2002. Previously the company has commenced new activities i.e. Erection, commissioning, supervision, project drawing and designing services and trading of fabricating material, equipment parts and other items etc. Accordingly, the management has changed the name and main objects of the company as per their present activities and all the current year revenue is related to new activities. During the current year the Company has done business activities of Erection, commissioning, supervision, project drawing and designing services and trading of fabricating material, equipment parts and other items etc. and achieved the turnover of Rs.231.67 Lacs and Rs.244.71 Lacs respectively. The overall net profit after tax of the company is Rs.128.85 Lacs against Rs.6.66 Lacs in the previous year. Due to these and other substantial factors, the accumulated losses of the company have been reduced to some extent and the net worth of the company has become positive in current year as compared to preceding year. All these above efforts reflect that the management of the Company is serious for revival of the company from the existing crisis. Hence, the management is hopeful to achieve better results in the ensuing year with new business activities.

3. **Dividend & Reserves:**

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

4. **Deposits:**

The company did not accept or renewed deposits from any one during the year under review.

5. **Directors:**

Sh. Krishna Kumar, Director retires by rotation at the forthcoming meeting and being eligible has offered himself for re-election. The Board recommends his re-appointment.

6. **Auditors' Report:**

The Auditors' Report is self-explanatory and the notes contained therein are mutually inclusive.

7. **Auditors:**

M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, presents Auditors of the company; vacate their office at the conclusion of the forthcoming Annual General Meeting. They being eligible have offered themselves for re-appointment for another term. The Directors recommend their re-appointment.

8. **Listing:**

The stocks of the Company are listed on Delhi Stock Exchange (RSE), Stock Exchange Mumbai, Stock Exchange, Ahmadabad and Jaipur Stock Exchange

9. **Listing Fees:**

The details of fees outstanding to be paid by the Company to the different Stock Exchanges are as below: -

S.NO.	NAME OF THE STOCK EXCHANGE	YEAR	AMOUNT DUE (IN RS.)
1.	Ahmedabad Stock Exchange, Ahmedabad	1997-98 to 2011-12	157500.00
2.	Jaipur Stock Exchange Limited, Jaipur	1997-98 to 2011-12	150000.00
TOTAL			307500.00

10. **Corporate Governance:**

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges, the company has implemented the code of Corporate Governance during the year. The reports on Corporate Governance and Management Discussion and Analysis together with Compliance Certificate on the same are attached to this report.

Audit Committee, Remuneration committee and Shareholder's / Investor's grievances committee have been reconstituted / formed as per the SEBI / Stock Exchange Regulations.

11. **Particulars Pursuant to Section 217(I)(e) of the Companies Act, 1956:**

(A) Conservation of Energy & Technology Absorption: The Company has not been carrying on any manufacturing activities, hence this information is not applicable on the company during the year under review.

(B.) Foreign Exchange Earnings and Outgo: The Company did not spend any foreign exchange and also, did not earn any foreign exchange during the year under review.

12. **Particulars of Employees:**

There was no employee on the rolls of the company who drew remuneration in excess of the limits prescribed by the provisions of Section 217(2A) of the Companies Act, 1956 and the rules framed there under and hence, the particulars and NIL.

13. **Employer-Employee Relations:**

The employer-employee relations remained cordial during the year under review.

14. **Directors' Responsibility Statement:**

In compliance with the provisions of Section 217(2AA) of the Companies Act, 1956, the directors hereby confirm that:

- i) in preparing the Annual accounts of the year ending 31-03-2011 the applicable accounting standard have been followed and that no material departure have been made from the same;
- 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 31st March 2011 and of the profit of the Company for the period from 1st April 2010 to 31st March 2011;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and
- iv) that the Directors have prepared the annual accounts on the going concern basis.

15. **Acknowledgements:**

The Directors wish to place on record their sincere thanks to the Bankers of the Company for their kind co-operation and the assistance extended to them. The Directors, also, wish to appreciate the dedicated work done by the Executives, Officers and Employees of all levels.

Place: Ambala Cantt

Dated: 26-08-2011

By Order of the Board of

Sd/-

**Sunil Chandra
(Chairman)**

SCAN PROJECTS LIMITED
(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)
REPORT ON CORPORATE GOVERNANCE (2010-11)

1. **Company's Philosophy on code of Corporate Governance:**

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. 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.

2. **Board of Directors:**

The Company has a Non-executive Chairman. The Board of the company has a combination of Executive and Non-executive directors with a minimum of 50% of the board comprising of the non-executive directors. The Independent directors constitutes minimum one-third of the board's strength.

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)
	Sh. Pardeep Kumar Gupta (Director)
2. Non-Executive director	Sh. Krishan Kumar Gupta
	(Chairman)
3. Non-Executive Independent directors	Sh. Sanjay Sharma
	Sh. Om Parkash Bhola

3. **Attendance of each director at the board of directors meetings and the last annual**

general meeting:

Name of the Director	Board Meeting held	Board Meeting Attended	Attendance at Last AGM/EOGM
Sh. Sunil Chandra	9	9	Present
Sh. Krishan Kumar	9	9	Present
Sh. Pardeep Kumar	9	9	Present
Sh. Sanjay Sharma	9	9	Present
Sh. Om Parkash Bhola	9	9	Present

4. **Number of other board of directorships, board committees he is a member or chairperson of:**

None of the directors on the Board are members or chairman of the committee of other companies in which they are directors.

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

During the year the company has held nine boards of directors meetings. The dates on which the meetings were held are given below:

29-04-2010, 28-05-2010, 06-07-2010, 30-07-2010, 27-08-2010, 24-09-2010, 29-10-2010, 29-01-2011 and 24-03-2011

6. **Audit Committee:**

The company has an Audit Committee of the Board comprising of 3 Directors including 2 independent Directors. The member of the committee are as given below:

1. Sh. Sanjay Sharma [Chairman (independent)]
2. Sh. Om Parkash Bhola [Member (independent)]
3. Sh. Krishan Kumar Gupta [Member (Non-Executive Director)]