

23rd	<i>ANNUAL REPORT</i> <i>2014-15</i>
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# *SCAN PROJECTS LIMITED*

*(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)*

***REG. OFFICE:***

*VILLAGE JORIAN, DELHI ROAD*

*DISTT. YAMUNA NAGAR 135001 (HARYANA)*

***WORKS AT:***

*VILLAGE SOHANA, HEMA MAJRA ROAD, P.O. MULLANA,*

*DISTT. AMBALA (HARYANA)*

# ***SCAN PROJECTS LIMITED***

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## **BOARD OF DIRECTORS**

SH. SUNIL CHANDRA, M. DIRECTOR  
SH. CHAITANYA CHANDRA, DIRECTOR  
SH. AKSHAY CHANDRA  
SH. RAJIV PURI  
SH. OM PRAKASH BHOLA  
SH. SANJAY SHARMA  
SMT. PRAKRUTI CHANDRA

## **AUDITORS**

JAYANT BANSAL & CO.  
CHARTERED ACCOUNTANTS,  
320- MAHESH NAGAR,  
AMBALA CANTT. -133001  
PHONE:- 0171-2642401, 2661320

## **COMPANY SECRETARY**

MS. ANITA BISHT  
19, PANDITWARI, CHAKRATA ROAD,  
DEHRADUN, UTTARAKHAND

## **REGISTRAR & TRANSFER AGENT**

BEETAL FINANCIAL & COMPUTER SERVICES (P) Ltd.  
3<sup>rd</sup> FLOOE, 99 MADANGIR,  
BEHIND LOCAL SHOPING CENTER,  
NEW DELHI - 110062.

## **REGISTERED OFFICE**

VILL. VILLAGE 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)

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 23<sup>rd</sup> Annual General Meeting**

Notice is hereby given that 23<sup>rd</sup> Annual General Meeting of the members of the Company “Scan Projects Limited (Formerly Known as Ambala Cements Limited)” will be held on **Wednesday 30<sup>th</sup> day of September 2015** at **3:30 P.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:**

- To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2015 and Balance Sheet as at that date together with reports of the Board of Directors and the Auditors thereon.
- To re-appoint Sh. Akshay Chandra, Director who retires by rotation at this meeting and being eligible has offered himself for re-election.
- To appoint Auditors for the year ended 31<sup>st</sup> March 2016 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.

#### **Special Business:**

##### **To appoint Smt. Prakriti Chandra as a Directors of the company:**

To consider and if thought fit, to pass, with and without modification(s) the following resolution as an ordinary resolution:

“**RESOLVED** that Smt. Prakriti Chandra (DIN 07138255) who was appointed by the Board of Directors as an Additional Director of the company with effect from 25<sup>th</sup> March, 2015 and who holds office up to the date of this Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the company.”

##### **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."

**NOTES:**

1. 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.
2. The Register of Members and Transfer books of the Company shall remain closed from Friday, September 25, 2015 to Wednesday 30, 2015, both days inclusive.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under item Nos. 4 & 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 persons seeking appointment/re-appointment as Directors under items No. 3 and 4 of the Notice, are also annexed.
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 2014-15 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. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Clause 35B of the listing agreement, the Company is pleased to provide members facility to cast their vote electronically on all the resolutions set forth in this Notice. Unfortunately due to some unavoidable circumstances, the management of the company is unable to provide this facility on the forthcoming Annual General Meeting. However, the management of the Company has given assurance to the members, the e-voting facility will be provided to the members on all subsequent general meeting held after that meeting.
7. Members are enabled 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.
8. 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.
9. 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.
10. 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.
11. Members are requested to notify to the company immediately the changes in their registered address, if any.
12. 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.
13. Members are requested to bring their copies of Annual report to the meeting.
14. The members/proxies should bring attendance slip sent herewith duly filled and stamped for attending the meeting.
15. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

**By Order of the Board of Directors**

**Place: Yamunanagar**

**Dated: 28-08-2015**

**(SUNIL CHANDRA)**

**Managing Director**

**DIN: 01066065**

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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, 2015:

#### **Item no.4**

The Board of Directors has appointed Smt. Prakriti Chandra as Additional Director of the Company with effect from 25<sup>th</sup> March, 2015. As per the provisions of Section 161(1) of the Companies Act 2013 and provisions of Articles of Association of the Company, Smt. Prakriti Chandra hold office only up to the date of this Annual General Meeting of the Company, and are eligible for appointment as Director. The Company has received notice under Section 160 of the Act, in respect of the candidate, proposing her appointment as Non-executive Director of the Company along with requisite deposit which will be refunded after approval of the same to the proposer.

A brief profile of Smt. Prakriti Chandra is given below:

Smt. Prakriti Chandra is Bachelor of Commerce (Hons.) & Master in Business Administration (MBA) and having good working experience in the field of finance and marketing. Keeping in view her experience and expertise, the Board considers it desirable that the Company should continue to receive the benefit of her valuable experience and advice and accordingly commends the Resolutions as set out at item no. 4 of the Notice for approval of the Members.

Smt. Prakriti Chandra is interested in the resolution as set out at item no 4 of the accompanying notice relating to her appointment. Further, Sh. Sunil Chandra, Sh. Akshay Chandra and Sh. Chaitanya Chandra may be deemed to be concerned or interested in the resolution pertaining to the appointment of Smt. Prakriti Chandra as they are related to her. Except the above, none of the other Directors of the Company is, in any way, concerned or interested in the resolutions.

#### **Item no. 5**

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. 5 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. 5 of the Notice.

**By Order of the Board of Directors**

**Place: Yamunanagar**

**Dated: 28-08-2015**

**(SUNIL CHANDRA)**

**Managing Director**

**DIN: 01066065**

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

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<b>PARTICULARS</b>	<b>AKSHAY CHANDRA</b>	<b>PRAKRITI CHANDRA</b>
Date of Birth	22/07/1991	08/09/1986
DIN	05208884	07138255
Date of Appointment	14 <sup>th</sup> February, 2012	25 <sup>th</sup> March, 2015 As Additional Director designated as Non-executive Director
Qualification	Science Graduate	BCom (Hons.) and MBA
Experience	Wide experience in the field of Administration	Wide experience in field of finance and marketing
Address	Chandra Niwas, Behind Suresh Chandra Eye Hospital, Village Jorian, Delhi Road, Yamunanagar (Haryana)	Chandra Niwas, Behind Suresh Chandra Eye Hospital, Village Jorian, Delhi Road, Yamunanagar (Haryana)
Directorships held in other Public Companies/Foreign Companies	NIL	NIL
Directorships held in other Private Limited Companies	NIL	NIL
Number of Shares held in the Company as on 31 <sup>st</sup> March 2015	NIL	NIL

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## Directors' Report

**To The Members,**

Your directors have pleasure in presenting the 23<sup>rd</sup> Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2015:

1. **Financial Highlights:**

	(` In Lacs)	
	<b>2014-15</b>	<b>2013-14</b>
Revenue from Operations	582.16	463.07
Operating Expenditure	540.39	410.54
Earning before interest tax, depreciation and amortization (EBITDA)	53.12	59.93
Other Income (Net)	11.55	12.17
Finance Costs	10.18	9.14
Depreciation and amortization expenses	11.35	7.40
Profit before exceptional item and tax	43.14	55.56
Exceptional item	0.00	0.00
Profit Before Tax (PBT)	43.14	55.56
Tax Expenses	13.49	13.20
Profit After Tax (PAT)	29.65	42.36
Add: Balance Brought forward from previous year	(59.84)	(102.20)
Less: Depreciation on account of transitional provisions (Net of deferred tax liability provision ` 0.16 Lacs)	0.35	0.00
Less: Income Tax for earlier years adjusted	4.42	0.00
Amount of Surplus available for appropriation	(34.96)	(59.84)

2. **Operations, State of Company's affairs and Future Outlook:**

After starting the new activities i.e. Engineering Services (Erection, commissioning, supervision, project drawing and designing services) and trading of fabricating material, equipment parts and other items etc., the overall growth of the company is good and encouraging since its re-establishment. In the current year 2014-15, the Company has earned the total revenue from operation ` 582.16 Lacs against the previous years ` 463.07 Lacs, which reflects the growth of 26%. The overall growth of the Company is encouraging and same will further improve in the ensuing years because the Company has sufficient work order for Erection and Commissioning in hand at different locations in India and Nepal, which will be executed in the ensuing financial year. The net profit after tax of the company is ` 52.86 Lacs, ` 42.36 Lacs and ` 29.65 Lacs in the year 2012-13, 2013-14 and 2014-15 respectively. Due to these and other substantial factors, the accumulated losses of the company have been minimized and the net worth of the company has become positive. All the above factors reflects that the management is serious and hopeful to achieve better results in the ensuing years with new business activities.

We further inform that there is no change in the business activities of the company in the current financial year.

3. **Dividend:**

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

4. **Transfer to Reserves:**

The board of the Company has decided not to transfer any fund to general reserve out of the amount available for appropriation and an amount of loss ` 34.96 Lacs to be retained in the profit and loss account.

5. **Change in Share Capital, if any**

There has been no change in Share Capital of the Company during the financial year 2014-15.

6. **Deposits:**

The company has not accepted any deposits from the public during the year and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

7. **Directors:**

As per the provisions of Section 152 of the Companies Act, 2013, Sh. Akshay Chandra, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment. The Board recommends his re-appointment.

Smt. Prakriti Chandra has been appointed as Additional Directors on 25<sup>th</sup> March, 2015. As per the provisions of Section 161(1) of the Companies Act 2013 and provisions of Articles of Association of the Company, Smt. Prakriti Chandra hold office only up to the date of this Annual General Meeting of the Company, and are eligible for appointment as Director. The Company has received notice under Section 160 of the Act, in respect of the candidate, proposing her appointment as Non-executive Director of the Company. Resolutions seeking approval of the members for the appointment of Smt. Prakriti Chandra as Non-executive Director of the Company has been incorporated in the Notice of the forthcoming AGM along with brief details about her.

The notice convening the Annual General Meeting includes the proposal for appointment of Directors.

Further, your Company has also received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

8. **Board Evaluation:**

9.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the valuation of the working of its various committees as per the criteria of evaluation provided in the Nomination, Remuneration and Evaluation Policy adopted by the Company. The performance evaluation of Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and the Board as a whole was carried out by the Independent Directors.

10. **Meetings of the Board:**

The Board of Directors of your company met 9 times during 2014-15. The meetings were held on 29-04-2014, 22-05-2014, 30-05-2014, 14-08-2014, 28-08-2014, 14-11-2014, 14-02-2015, 09-03-2015 and 25-03-2015. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

11. **Particulars of Loan given, Investment made, Guarantee given and Securities provided:**

There were no loans given, investment made, guarantee given and securities provided by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

12. **Extract of Annual Return:**

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form **MGT-9**, which forms part of this report.

13. **Subsidiary, Joint Ventures and Associate Concerns:**

The Company does not have any Subsidiary, Joint Ventures or Associate Concerns as on 31<sup>st</sup> March, 2015.

14. **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 together with Compliance Certificate on the same are attached to this report.

**15. Management's Discussion and Analysis Report**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

**16. Directors' Responsibility Statement:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

- i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standard have been followed and there are no material departures;
- 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 31<sup>st</sup> March 2015 and of the profit of the Company for the period from 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**17. Contract and arrangements with Related Parties:**

All contracts/arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on the arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material in accordance with the Policy on materiality of related party transactions and on dealing with related party transactions. Your Directors draw attention of the members to Note 26(i) to the financial statements which set out related party disclosures pursuant to clause 32 of the listing agreement. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II** in Form **AOC-2** and the same forms part of this report.

**18. Auditor and Auditors' Report:**

M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, Statutory Auditor of the company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment for another term.

As required under the provisions of section – 139(1) of the Companies Act, 2013, the company has received a written consent from M/s Jayant Bansal & Co., Chartered Accountant to their appointment and a certificate, to the effect that their re-appointment, if made, would be in accordance with the Act and the Rules framed there under and that they satisfy the criteria provided in section- 141 of Companies Act, 2013. The Board recommends their appointment for the financial year 2015-16.