

<b>24th</b>	<b><i>ANNUAL REPORT 2015-16</i></b>
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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)*

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# ***SCAN PROJECTS LIMITED***

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## **BOARD OF DIRECTORS**

SH. SUNIL CHANDRA, M. DIRECTOR  
SH. CHAITANYA CHANDRA, DIRECTOR  
SH. AKSHAY CHANDRA  
SH. JAWAHAR LAL  
SH. ASHOK KAMBOJ  
SH. JOGINDER KUMAR  
SMT. PRAKRITI 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

## **CONTENTS**

<b>NOTICE</b>	<b>03</b>
<b>DIRECTOR'S REPORT</b>	<b>11</b>
<b>CORPORATE GOVERNANCE</b>	<b>31</b>
<b>AUDITORS REPORT</b>	<b>44</b>
<b>BALANCE SHEET</b>	<b>51</b>
<b>PROFIT &amp; LOSS ACCOUNT</b>	<b>53</b>
<b>CASH FLOW</b>	<b>55</b>
<b>SCHEDULES</b>	<b>57</b>
<b>NOTES TO ACCOUNTS</b>	<b>71</b>

**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)

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**Notice: Convening 24<sup>th</sup> Annual General Meeting**

Notice is hereby given that 24<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 30<sup>th</sup> day of September 2016 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 Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2016 and Balance Sheet as at that date together with reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Smt. Prakriti Chandra, Director who retires by rotation at this meeting and, being eligible, offered herself for re-appointment.
3. To appoint Auditors for the year ended 31<sup>st</sup> March 2017 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: Ordinary Resolutions**

4. **To appoint Sh. Jawahar Lal as 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 Sh. Jawahar Lal (DIN 07385438) who was appointed by the Board of Directors as Additional Directors of the company with effect from 05<sup>th</sup> March, 2016 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 his candidature for the office of Director of the Company, be and is hereby appointed as Directors of the company.”

5. **To appoint Sh. Ashok Kamboj as 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 Sh. Ashok Kamboj (DIN 07449868) who was appointed by the Board of Directors as Additional Directors of the company with effect from 05<sup>th</sup> March, 2016 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 his candidature for the office of Director of the Company, be and is hereby appointed as Directors of the company.”

6. **To appoint Joginder Kumar as 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 Sh. Joginder Kumar (DIN 07449985) who was appointed by the Board of Directors as Additional Directors of the company with effect from 05<sup>th</sup> March, 2016 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 his candidature for the office of Director of the Company, be and is hereby appointed as Directors of the company.”

## 7. 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

## 8. 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, the Equity Listing Agreement entered into with the Stock Exchanges, Clause 49(VII) of the Equity Listing Agreement 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, 2015 and for every financial year thereafter:

Value of Related Party Transactions/ Arrangements per financial year				
Rs. In Lacs				
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Chanderpur Works Private Limited	Chanderpur Industries Private Limited	Chanderpur Renewal Power Co. Private Limited
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Sh. Chaitanya Chandra (Executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Sh. Chaitanya Chandra (Executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Sh. Chaitanya Chandra (Executive Director) -Smt. Prakriti Chandra (Non-Executive Director)
1.	Sales Purchase of goods or material “*”	85.00	10.00	10.00
2.	Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) “*”	300.00	20.00	5.00
3.	Lease Rent Received/Paid “*”	1.20	-	1.15
	<b>Total</b>	<b>386.20</b>	<b>30.00</b>	<b>16.15</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 8 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. 2, 4, 5 and 6 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 23, 2016 to Friday 30, 2016, 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 2015-16 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 thereunder, 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 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.
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 23, 2016.
- 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 23, 2016 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Mr. Anand Tiroadkar on Tel: 022-22728153 (email [id-anandt@cdslindia.com](mailto:id-anandt@cdslindia.com)) or Ankit Bandivadekar on Tel: 022-22728634 (email [id-ankitb@cdslindia.com](mailto:id-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.in](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: 06-09-2016**

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

## 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)

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

PARTICULARS	JAWAHAR LAL	ASHOK KAMBOJ	PRAKRITI CHANDRA	JOGINDER KUMAR
Date of Birth	24/04/1966	02/10/1952	08/09/1986	15/12/1943
DIN	07385438	07449868	07138255	07449985
Date of Appointment	05 <sup>th</sup> March, 2016 As Additional Director designated as Non- executive Independent Director	05 <sup>th</sup> March, 2016 As Additional Director designated as Non-executive Independent Director	25 <sup>th</sup> March, 2015	05 <sup>th</sup> March, 2016 As Additional Director designated as Non- executive Independent Director
Qualification	Commerce Graduate	Law Graduate	BCom (Hons.) and MBA	Law Graduate
Experience	Wide experience in the field of Administration	Wide experience in the field of Legal Law	Wide experience in field of finance and marketing	Wide experience in the field of Legal Law
Address	1716, Vishnu Garden, Jagadhri, 135001, Yamuna Nagar	H. NO. 783, Hari Pura Mohalla, Jagadhri Yamuna Nagar	Chandra Niwas, Behind Suresh Chandra Eye Hospital, Village Jorian, Delhi Road, Yamunanagar (Haryana)	H. No. 49-50, Ward No. 2/3, Sobhagya Resort, Green Park, Yamuna Nagar
Directorships held in other Public Companies/Foreign Companies	NIL	NIL	NIL	NIL
Directorships held in other Private Limited Companies	NIL	NIL	NIL	NIL
Number of Shares held in the Company as on 31 <sup>st</sup> March 2016	NIL	NIL	NIL	NIL

## SCAN PROJECTS LIMITED

(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)

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CIN: L29253HR1992PLC031576 Web Site: [www.scanprojects.in](http://www.scanprojects.in)  
Phone no.: 01732 – 650495 E-mail: [scanhry@scanprojects.in](mailto:scanhry@scanprojects.in)

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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 to 8 of the accompanying Notice dated September 06, 2016:

#### **Item no.4, 5 & 6:**

The Board of Directors has appointed **Sh. Jawahar Lal, Sh. Ashok Kamboj and Joginder Kumar as Additional Directors of the company** with effect from 05<sup>th</sup> March, 2016. As per the provisions of Section 161(1) of the Companies Act 2013 and provisions of Articles of Association of the Company, **Sh. Jawahar Lal, Sh. Ashok Kamboj and Joginder Kumar as Directors of the company** 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 their appointment as Non-executive Independent Directors of the Company along with requisite deposit which will be refunded after approval of the same to the proposer.

A brief profile of **Sh. Jawahar Lal, Sh. Ashok Kamboj and Joginder Kumar** is given below:

Sh. Jawahar Lal is Bachelor of Commerce & CA. Inter and having good working experience in the field of finance and accounts. Keeping in view his experience and expertise, the Board considers it desirable that the Company should continue to receive the benefit of his valuable experience and advice and accordingly commends the Resolutions as set out at item no.4 of the Notice for approval of the Members.

Sh. Jawahar Lal is interested in the resolution as set out at item no. 4 of the accompanying notice relating to his appointment. Except the above, none of the other Directors of the Company is, in any way, concerned or interested in the resolution.

Sh. Ashok Kamboj is Bachelor of Law and having good working experience in the field of Legal Law. Keeping in view his experience and expertise, the Board considers it desirable that the Company should continue to receive the benefit of his valuable experience and advice and accordingly commends the Resolutions as set out at item no. 5 of the Notice for approval of the Members.

Sh. Ashok Kamboj is interested in the resolution as set out at item no. 5 of the accompanying notice relating to his appointment. Except the above, none of the other Directors of the Company is, in any way, concerned or interested in the resolution.

Sh. Joginder Kumar is Bachelor of Law and having good working experience in the field of Legal Law. Keeping in view his experience and expertise, the Board considers it desirable that the Company should continue to receive the benefit of his valuable experience and advice and accordingly commends the Resolutions as set out at item no. 6 of the Notice for approval of the Members.

Sh. Joginder Kumar is interested in the resolution as set out at item no. 6 of the accompanying notice relating to his appointment. Except the above, none of the other Directors of the Company is, in any way, concerned or interested in the resolution.



**Item no. 7**

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. 7 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. 7 of the Notice.

**Items No. 8**

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 (VII)(E) of the Equity Listing Agreement, 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:

<b>Value of Related Party Transactions/ Arrangements per financial year</b>				
				<b>Rs. In Lacs</b>
<b>Sr. No.</b>	<b>Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement</b>	<b>Chanderpur Works Private Limited</b>	<b>Chanderpur Industries Private Limited</b>	<b>Chanderpur Renewal Power Co. Private Limited</b>
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Sh. Chaitanya Chandra (Executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Sh. Chaitanya Chandra (Executive Director) -Smt. Prakriti Chandra (Non-Executive Director)	-Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Sh. Chaitanya Chandra (Executive Director) -Smt. Prakriti Chandra (Non-Executive Director)
1.	Sales Purchase of goods or material “*”	85.00	10.00	10.00
2.	Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.)	300.00	20.00	5.00
3.	Lease Rent Received/Paid	1.20	-	1.15
	<b>Total</b>	<b>386.20</b>	<b>30.00</b>	<b>16.15</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. 8 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. 8 as set in this Notice.

**By Order of the Board of Directors**

**Place: Yamunanagar**

**Dated: 06-09-2016**

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