

31ST

***INTEGRATED ANNUAL
REPORT 2022-23***

SCAN PROJECTS LIMITED

(FORMERLY KNOWN AS AMBALA CEMENTS LIMITED)

REG. OFFICE:

*# 01, JORIAN, DELHI ROAD
DISTT. YAMUNA NAGAR 135001 (HARYANA)*

WORKS AT:

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

SCAN PROJECTS LIMITED

BOARD OF DIRECTORS

SH. SUNIL CHANDRA, (M. DIRECTOR)
SH. AKSHAY CHANDRA
SH. JAWAHAR LAL
SH. ASHOK KAMBOJ
SH. AMIT BHATIA
SMT. PRAKRITI CHANDRA

AUDITORS

VIJAY & SATISH BHATIA.
CHARTERED ACCOUNTANTS,
CIVIL LINES, OPP. JAMNA TALKIES
JAGADHRI, HARYANA -135003
PHONE: - 01732-241889, 247889

COMPANY SECRETARY

MR. SATISH KUMAR
H.NO 527, VPO GHEER,,
NEAR PUNJAB NATIONAL BANK.
KARNAL-132023 (HR)

REGISTRAR & TRANSFER AGENT

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

REGISTERED OFFICE

1, VILLAGE JORIAN
DELHI ROAD,
YAMUNA NAGAR-135001 (HARYANA)

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Managing-Director Speech



Mr. Sunil Chandra, Managing-Director

Education B.Sc from a reputed college, Yamuna Nagar.

Over 40 years of rich and vast experience with the company. He joined the company as a Promoter and rose to become the Managing Director and emerged as a visionary and successful businessman.

Managing-Director Speech: -

Year 2022-23 was a year where your Company set out on a transformation journey with new benchmarks, new goals, new priorities, and new aspirations to achieve a reimagined future.

Your Company has been a flagbearer of efficiency, sustainability and financial performance in the Indian Cement industry and Mineral division, Paper division and Lime division and FGD division etc. I am sure that this will lead to generating extraordinary performance and results.

Overview – Indian Economy and Cement Industry

India's economic narrative presents a bright picture. Apart from becoming the fifth largest economy in the world, it is the fastest growing among the major economies in the world with GDP growth of 7.2% in FY 2022-23. With a government-led push to infrastructure investment and pragmatic policies, there is a visible optimism in the economy.

In FY 2022-23, the cement industry continued its growth momentum with a healthy growth of approx. 12%. Strong demand from all drivers such as infrastructure, commercial and residential contributed to this growth.

Company's performance in FY 2022-23.

Your Company's sale volume witnessed a healthy increase in FY 2022-23 led by strong performance in Northern and Northern-Eastern India operations.

Responsibilities towards Society.

Since inception, your Company along with its group of companies viz., Chanderpur Works Pvt Ltd, Chanderpur Industries Pvt Ltd and Chanderpur Renewal Power Co. Pvt Ltd has followed the spirit of sharing growth with its stakeholders. In this direction, since last some decades, the Group has commenced hospital for giving better service to peoples surrounding its area, so that population can take maximum advantage of this initiative.

Conclusion

On behalf of the Board, I express my sincere thanks and appreciation to all our banks, customers, vendors, government departments and other stakeholders for their cooperation and constant support. I also thank my colleagues on the Board for their enlightened counsel and invaluable support in taking the company to greater heights. I also take this occasion to appreciate the hard work and commitment of the leadership team and all Shree employees. I thank all our valued shareholders for their continuous faith in Company's management. I look forward to ongoing support from all of you.

Notice: Convening 31st Annual General Meeting

Notice is hereby given that 31st Annual General Meeting of the members of the Company “Scan Projects Limited” will be held on **Monday 25th day of September 2023** at **2:00 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 31st March 2023, the Balance Sheet as at that date, the Report 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 31st March 2024 and fix their remuneration. M/s Vijay and Satish Bhatia, Chartered Accountants, Yamuna Nagar, 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.”

5. Appointment of Mr. Amit Bhatia (DIN:09021869) as an Independent Director of the Company: To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 (1) (b), 17 and 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (“SEBI (Listing Regulations)”), Mr. Amit Bhatia (DIN:09021869), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Independent) by the Board of Directors at its meeting held on September 01, 2023, in terms of Sections 161 (1) of the Act and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Regulations), be and is hereby appointed as an Independent Director of the Company to hold the office for a term of three (5) years with effect from September 01, 2023 upto and including August 31, 2028 and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution. ”

Special Business: Special Resolutions

6. 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, 2021 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 | 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. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director) | -Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director) | -Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director) | -Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) -Smt. Prakriti Chandra (Non-Executive Director) |
| 1. | Sales Purchase of goods or material “*” | 330.00 | 220.00 | 110.00 | 55.00 |
| 2. | Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) “*” | 550.00 | 110.00 | 110.00 | 27.00 |
| 3. | Lease Rent Received/Paid “*” | 1.20 | - | - | - |
| | Total | 881.20 | 330.00 | 220.00 | 82.00 |

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.”

Place: Yamunanagar

Dated: 01-09-2023

By Order of the Board of Directors

**SD/-
(SUNIL CHANDRA)
Managing Director
DIN: 01066065**

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 6 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under items No. 2 of the Notice, is also annexed.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM/ Physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 31st AGM of the Company is being held through Physical Mode.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The facility for appointment of proxies by the Members will be available for the AGM and Proxy Form and Attendance Slip are annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scanhrv@scanprojects.in with a copy marked to helpdesk.evoting@cdslindia.com.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **19th September, 2023 to 25th September, 2023** (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended any Dividend for the Financial Year 2022-23.
7. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Beetal in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are not registered with the Company/ Depositories unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.scanprojects.in, website of the Stock Exchanges i.e. Bombay Stock Exchange Limited and on the website of CDSL www.evotingindia.com.
8. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, 25th August, 2023.
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. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 5 days before the date of Annual General Meeting through Email on scanhrv@scanprojects.in. The same will be replied by/ on behalf of the Company suitably.
12. The board of directors has appointed Mr. J. P. Jagdev, Proprietor 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.
13. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those Members who are present at the AGM through Video Conferencing.
14. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
15. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.scanprojects.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.
16. Pursuant to Section 108 of the Companies Act, 2013 and the Rules made 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.
17. The instructions for e-voting are as under:
 - i) The security holders should log on to 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 18, 2023.
 - 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 18, 2023 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Mr. Anand Tiroadkar on Tel: 022-22728153 (email [id-anandt@cdslindia.com](mailto:anandt@cdslindia.com)) or Ankit Bandivadekar on Tel: 022-22728634 (email [id-ankitb@cdslindia.com](mailto: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 favor 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 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.
18. The instructions for members for attending the AGM through VC/OAVM are as under:
- i) Member will be provided with the facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii) Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.
 - iii) Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
 - iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least 5 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at scanhry@scanprojects.in. The shareholders who do not wish to speak during the AGM but have queries may sent their queries in advance 5 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at scanhry@scanprojects.in. These queries will be replied to by the Company suitably by email.
 - vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
19. Guidelines for those shareholders whose e-mail address are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- i) For Physical Shareholders- please provide necessary details like folio no., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Company/RTA e-mail id.
 - ii) For Demat Shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID +CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned

- copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Company/RTA e-mail id.
- iii) The Company/RTA shall co-ordinate with CDSL and to provide the login credential to the above mentioned shareholders.

Place: Yamunanagar

Dated: 01-09-2023

By Order of the Board of Directors

SD/-
(SUNIL CHANDRA)
Managing Director
DIN: 01066065

SCAN PROJECTS LIMITED

Regd Office: 1, Jorian, Delhi Road, Yamunanagar (Haryana)
Works: Village Sohana, Hema Majra Road, Tehsil Barara, Distt Ambala (Haryana)
CIN: L29253HR1992PLC031576 Web Site: www.scanprojects.in
Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in

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

| PARTICULARS | PRAKRITI CHANDRA | AMIT BHATIA |
|--|--|---|
| Date of Birth | 08/09/1986 | 07/04/1980 |
| DIN | 07138255 | 09021869 |
| Date of Appointment | 25 th March, 2015 | 01 st September, 2023 As Additional Director designated as Non-executive Independent Director |
| Qualification | B Com (Hons.) and MBA | Law Graduate |
| Experience | Wide experience in field of finance and marketing | Wide experience in the field of Legal Law |
| Address | Chandra Niwas, Behind Suresh Chandra Eye Hospital, Village Jorian, Delhi Road, Yamunanagar (Haryana) | H. No. 852, Dwarka Puri, Jagadhri, Yamuna Nagar (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 st March 2021 | NIL | NIL |

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
 Phone no.: 01732 – 650495 E-mail: scanhry@scanprojects.in

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- 6 of the accompanying Notice dated September 1, 2023:

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.

Item no. 5

Mr. Amit Bhatia (DIN:-09021869), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 01.09.2023 by the Board in accordance with the Article __ of the Articles of Association and Section 161 of the Companies Act 2013 ("the Act"). As per Section 161 of the Act, Mr. Amit Bhatia holds office upto the date of the ensuing AGM on 25.09.2023. The Company has received the requisite notice in writing under Section 160 of the Act, Mr. Amit Bhatia to be appointed as a Non-Executive Independent-Director at the ensuing AGM not liable to retire by rotation. Mr. Amit Bhatia has consented to the proposed appointment and declared qualified. Mr. Amit Bhatia possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Mr. Amit Bhatia as a Non-Executive Independent-Director not liable to retire by rotation. Mr. Amit Bhatia will not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending board meetings. Except Mr. Amit Bhatia, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 5 of this Notice.

Additional Details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

- (a) Brief Resume of Mr. Amit Bhatia (DIN:-09021869), Indian Citizen (b) Nature of Expertise in specific functional areas – Financial
 (c) Names of listed entities in which the person also holds the directorship and the membership of Committees of the board Nil.
 (d) Shareholding in the Company – Nil.

Items No. 6

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 | | | | | 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 | 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. Akshay Chandra (Non-executive Director) | -Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) | -Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) | -Sh. Sunil Chandra (Managing Director) -Sh. Akshay Chandra (Non-executive Director) |

| | | -Smt. Chandra (Non-Executive Director) | Prakriti (Non-Executive Director) | -Smt. Chandra (Non-Executive Director) | Prakriti (Non-Executive Director) | -Smt. Chandra (Non-Executive Director) | Prakriti (Non-Executive Director) | executive Director) -Smt. Chandra (Non-Executive Director) |
|----|---|---|--------------------------------------|---|--------------------------------------|---|--------------------------------------|--|
| 1. | Sales Purchase of goods or material “*” | | 330.00 | | 220.00 | | 110.00 | 55.00 |
| 2. | Supply or receive of Services (i.e. Erection, Commissioning & Supervision and Annual Maintenance Services etc.) “*” | | 550.00 | | 110.00 | | 110.00 | 27.00 |
| 3. | Lease Rent Received/Paid “*” | | 1.20 | | - | | - | - |
| | Total | | 881.20 | | 330.00 | | 220.00 | 82.00 |

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: 01-09-2023

SD/-
(SUNIL CHANDRA)
Managing Director
DIN: 01066065