

## NOTICE CONVENING AN EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2024-25 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SCANPOINT GEOMATICS LIMITED TO BE HELD ON THURSDAY, MAY 02, 2024 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS

### SPECIAL BUSINESS:

#### Item No. 1:

**Re-appointment of Mr. Kalpesh Prabhudasbhai Rachchh (DIN: 03363315) as an Independent director of the Company for a Second term of five (5) Consecutive years:**

To consider and if thought fit to pass the resolution as a special resolution

“RESOLVED THAT pursuant to provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and as per Regulation 17, 25 and other applicable Regulations if any of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315), who was appointed as an Independent Director of the Company for a term of five (5) years up to May 02, 2024 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and listing regulations and who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from May 03, 2024 up to May 02, 2029 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary or any other Key Managerial Personnel(s) of the Company be and is hereby jointly or severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution and to complete all compliance formalities in this regard for and on behalf of the Company.”

#### Item No. 2:

**Re-appointment of Mr. Suresh Tejwani (DIN: 08437794) as an Independent director of the Company for a Second term of five (5) Consecutive years:**

To consider and if thought fit to pass the resolution as a special resolution:-

“**RESOLVED THAT** pursuant to provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and as per Regulation 17, 25 and other applicable Regulations if any of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mr. Suresh Tejwani (DIN:08437794), who was appointed as an Independent Director of the Company for a term of five (5) years up to May 02, 2024 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and listing regulations and who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from May 03, 2024 up to May 02, 2029 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary or any other Key Managerial Personnel(s) of the Company be and is hereby jointly or severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution and to complete all compliance formalities in this regard for and on behalf of the Company.”

**By Order of the Board  
For Scanpoint Geomatics Limited**

**KOMAL**  
**PESHWANI**

Digitally signed by  
KOMAL PESHWANI  
Date: 2024.04.08  
14:36:06 +05'30'

**Komal Peshwani**  
**Company Secretary and Compliance Officer**  
**Membership No: A63874**  
**Date: April 08, 2024**  
**Place: Ahmedabad**

Notes:

1. The EGM of the Company is being conducted through VC in compliance with General Circular No. 09/2023 dated 25.09.2023, General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars"), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company situated at Ahmedabad shall be deemed to be the venue for the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the special business item No. 1 and 2 to be transacted at the Extra-ordinary General Meeting ("EGM"/ "Meeting") is annexed hereto. Further Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Extra-ordinary General Meeting ('Meeting' or 'EGM') is furnished as an Annexure to the Notice.
3. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories and will also be available on the Company's website at [www.sgligis.com](http://www.sgligis.com), websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the EGM commences on April 27, 2024 (9:00 a.m. IST) and ends on May 01, 2024 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., April 25, 2024.
6. The Company has appointed Mr. Ankit Thakkar (Membership No. F11762, COP No.16611), Company Secretaries to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and Mr. Ankit Thakkar has communicated his willingness to be appointed and be available for the purpose.
7. The Scrutiniser shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.

8. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the applicable circulars at least 1000 members will be able to join the EGM on a first come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first served principle.
10. Members seeking or requiring any clarification or information in respect of any matter to be placed at the EGM may send their requests to the Company by April 26, 2024 5:00 P.M. (IST) at [cs@sgligis.com](mailto:cs@sgligis.com).
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at <https://www.indiashelter.in/investor-relations>
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.
14. As per the provisions of Section 72 of the Act, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to Link Intime India Private Limited case the shares are held in physical form.
15. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
16. 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/Authorisation etc. authorising its representative to attend the EGM through VC on its behalf and to vote either through remote e-voting or during EGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at [cs@sgligis.com](mailto:cs@sgligis.com) with a copy marked to NSDL ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Scrutiniser at [thakraranakit23@gmail.com](mailto:thakraranakit23@gmail.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**

The remote e-voting period begins on April 27, 2024 at 09:00 A.M. and ends on May 01, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. April 25, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 25, 2024

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store       Google Play




Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial

password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [thakraranakit23@gmail.com](mailto:thakraranakit23@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Sachin Kareliya ) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 email to ([www.sgligis.com](http://www.sgligis.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to ([www.sgligis.com](http://www.sgligis.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([www.sgligis.com](http://www.sgligis.com)). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, email id, mobile number at [cs@sgligis.com](mailto:cs@sgligis.com) Questions / queries received by the Company till 5:00 P.M. on Tuesday, March 7, 2023 shall only be considered and responded during the EGM.
8. In addition to the abovementioned step, the Members may register themselves as speakers for the EGM to pose their queries by sending an email mentioning their name, email id, mobile number at [NikhilA@nsdl.co.in](mailto:NikhilA@nsdl.co.in) till 5:00 P.M. on Tuesday, March 7, 2023. The Company reserves the right to restrict the number of speakers at the EGM and to allow only those Members who have registered themselves, depending on the availability of time for the EGM.

**ANNEXURE TO NOTICE EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 1:**

On the recommendation of Nomination and Remuneration Committee and with the approval of the Board and Members of the Company, Mr. Kalpesh Prabhudasbhai Rachchh (DIN: 03363315) has been appointed as an Independent director of the Company for a term of 5 (five) years from 03/05/2019 to 02/05/2024 and accordingly the tenure of Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315), as an Independent Director is due for expire on May 03, 2024.

The Company has received consent from Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315) to continue to act as an Independent director on the Board of the Company for second term of five years and the Company has also received declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Further, In terms of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof and regulation 17 and 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315), being eligible proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from May 03 ,2024 till May 02, 2029. The terms and conditions of his re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 ("the Act"), an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Accordingly, your Board of Directors after considering the recommendations of Nomination and Remuneration Committee and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315) during his tenure as an Independent Director and considering that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315) as an Independent Director, recommends the resolution in relation to re-appointment of Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315) as an Independent Director, for the approval by the Members shareholders of the Company by way of special resolution.

Except Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315), being an appointee, none of the Directors and/or Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.1.

Key details of Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315) is provided with this notice and marked as Annexure A.

**Item No. 2:**

On the recommendation of Nomination and Remuneration Committee and with the approval of the Board and Members of the Company, Mr. Suresh Tejwani (DIN: 08437794) has been appointed as an Independent director of the Company for a term of 5 (five) years from 03/05/2019 to 02/05/2024 and accordingly the tenure of Mr. Suresh Tejwani (DIN: 08437794), as an Independent Director is due for expire on May 03, 2024.

The Company has received consent from Mr. Suresh Tejwani (DIN: 08437794) to continue to act as an Independent director on the Board of the Company for second term of five years and the Company has also received declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Further, In terms of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof and regulation 17 and 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time), Mr. Suresh Tejwani (DIN: 08437794), being eligible proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from May 03 ,2024 till May 02, 2029. The terms and conditions of his re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 ("the Act"), an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report

Accordingly, your Board of Directors after considering the recommendations of Nomination and Remuneration Committee and considering the knowledge, acumen, expertise and

experience in respective fields and the substantial contribution made by Mr. Suresh Tejwani (DIN: 08437794), during his tenure as an Independent Director and considering that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Suresh Tejwani (DIN: 08437794), as an Independent Director, recommends the resolution in relation to re-appointment of Mr. Suresh Tejwani (DIN: 08437794), as an Independent Director, for the approval by the Members shareholders of the Company by way of special resolution

Except Mr. Suresh Tejwani (DIN: 08437794), being an appointee, none of the Directors and/or Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.2.

Key details of Mr. Suresh Tejwani (DIN: 08437794) is provided with this notice and marked as Annexure A.

#### Annexure A -Details of Directors Seeking Re-appointment

Sr. No.	Particulars	Details of Mr. Kalpesh P. Rachchh	Details of Mr. Suresh Tejwani
1	Director Identification Number (DIN)	03363315	08437794
2	Full Name	Kalpesh Prabhudasbhai Rachchh	Suresh Tejwani
3	Father's Name	Prabhudas Chakulal Rachchh	Shankarbhai Topandas Tejwani
4	Address	Palm City A-Wing , Flat- A-404 , Floor - 4 , SV Road Patidar Chowk , Opp Vidyaniketan School Rajkot-360007, Gujarat	5-B Sarvodaya Society, Behind Janta Society Jamnagar-361006, Gujarat
5	Nationality	Indian	Indian
6	Date of Birth	June 28, 1976	December 04, 1981
7	Age	47 years	41 years
8	Initial Date of Appointment	May 03, 2019	May 03, 2019
9	Occupation	Professional i.e FCS Member of ICSI - Membership No. F5156	Professional, i.e.FCA , member of ICAI, Membership No.:-127383

10	Education Qualification	B.Com, LLB and Company Secretary (FCS)	CA and B.com
11	Nature of expertise in specific functional areas & experience	Planning and Management having experience of more than 23 years in Company law Matters and other legal matters	He has experience in the field of Financial Management, Taxation, Audit Assurance, Corporate planning etc. Further, he is actively involved in Tax Planning, preparation of Projects, audits and GST consultancy.
12	Terms and conditions of re-appointment	Re-appointed for Second Term of five (5) years as Non Executive Independent Director	Re-appointed for Second Term of five (5) years as Non-Executive Independent Director
13	Detail of remuneration sought to be paid & remuneration last drawn	Nil	Nil
14	Disclosure of relationships between directors inter-se, Managers and other KMP(s)	None	None
15	Directorship Held in other companies	Nil	Nil
16	Chairman/Member of the committees of other Companies	Nil	Nil
19	Chairman/Member of the committees of the Company i.e. of AC, SRC and NRC	NIL	Chairman of - Audit Committee- - Nomination and remuneration Committee
20	Shareholding in the Company	Nil - No Shareholding	Nil - No Shareholding

21	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements / summary of performance evaluation	Mr. Kalpesh P. Rachchh is B.Com, LLB and Company Secretary (FCS) and having an experience of more than 23 years in Company law matters, legal matters. His core skills, capabilities are in Governance and Strategic Planning and Financial Management and he is acquainted with the nature of Industry and considering performance evaluation and considering his wide and rich experience and vast knowledge, board is of view that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kalpesh Prabhudasbhai Rachchh (DIN:03363315) as an Independent Director	Mr. Suresh Tejwani is an experienced Chartered Accountant with the experience of more than 11 years. Apart from CA, he holds bachelor degree in Commerce. He is associated with S.S. Tejwani & Co. as proprietor since 2007. He has experience in the field of Financial Management, Taxation, Audit Assurance, Corporate planning etc. Further, he is actively involved in Tax Planning, preparation of Projects, audits and GST consultancy and considering his wide and rich experience and vast knowledge, board is of view that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Suresh Tejwani (DIN: 08437794) as an Independent Director
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**By Order of the Board  
For Scanpoint Geomatics Limited**

KOMAL PESHWANI Digitally signed by KOMAL PESHWANI  
Date: 2024.04.08 14:36:58 +05'30'

**Komal Peshwani  
Company Secretary and Compliance Officer  
Membership No: A63874  
Date: April 08, 2024  
Place: Ahmedabad**