
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SCANPOINT GEOMATICS LIMITED IN THEIR MEETING HELD ON WEDNESDAY, MARCH 20, 2024 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D-1002-1021, 10TH FLOOR, SWATI CLOVER, SHILAJ CIRCLE, S.P. RING ROAD, SHILAJ, AHMEDABAD, DASKROI, GUJARAT, INDIA, 380059

ITEM NO. 1: APPROVAL OF RAISING OF FUND BY WAY OF RIGHTS ISSUE

“RESOLVED THAT pursuant to provisions of Sections 23(1)(c), 62(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made there under (including any amendments thereto or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and such other applicable guidelines/rules/regulations/ circulars issued by the Securities and Exchange Board of India from time to time, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the applicable rules, regulations, notifications and circulars, if any, issued by the Reserve Bank of India (“RBI”), Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI LODR Regulations”), Equity Listing Agreement (“Listing Agreement”) as entered into by the Company with BSE Limited (“BSE”) where the Company’s Equity Shares of face value of ₹2/- each (the “Equity Shares”) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall be deemed to include the rights issue committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of the Board of Directors of the Company be and is hereby accorded to the Company to create, offer, issue and allot such number of Equity Shares of ₹ 2/- each (“Rights Equity Shares”) at an issue price as may be decided by the board of directors of the Company or the rights issue committee for an amount aggregating up to ₹4,950.00 Lakhs on a Rights basis to the existing equity shareholders of the Company on a record date as may be decided by the Board (“Rights Issue”) and on such terms and conditions as may be decided by the Board and as may be disclosed in the Draft Letter of Offer, Letter of Offer and Abridged Letter of Offer (“Offer Documents”) to be issued in connection with the Rights Issue and subject to, *inter alia*, the following terms and conditions:

- (i) The offer for the Equity Shares issued as part of the Rights Issue shall include a right exercisable by the equity shareholders to renounce their respective rights entitlements in favour of any other person(s) provided such renunciation is made within the issue period and in any event before the issue closing date and in accordance with the applicable laws and as per disclosures of the Offer Documents;
- (ii) The Board shall have the sole discretion to deal with the unsubscribed portion of the Rights Issue on such terms and conditions as it deems fit and which is not disadvantageous to the shareholders and the Company; and
- (iii) The Equity Shares to be allotted pursuant to the Rights Issue shall rank *pari passu* in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of the Rights Issue, BSE Limited (“**BSE**”) shall be the Designated Stock Exchange.”

“RESOLVED FURTHER THAT Ms. Komal Peshwani, Company Secretary of the Company be and is hereby designated as Compliance Officer to ensure compliance with securities laws and to redress investor grievances in connection with proposed Rights Issue.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution including any offer, issue or allotment of Equity Shares, the Rights Issue Committee be and is hereby authorized for and on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable for such purpose, including but not limited to:

1. To appoint Lead Managers, Bankers, Printers, Advertisement agencies and such other agencies as may be required and to remunerate such agencies by way of commission, brokerage, fees, charges, reimbursement of expenses etc.;
2. To finalise the draft Letter of Offer, Letter of Offer, Application Form, Entitlement Letter, Abridged Letter of Offer and other documents in consultation with the Lead Manager and Legal Advisor to the Issue and to make any alteration, addition or vary any of the above, as directed by / in consultation with BSE and to file the same with SEBI, Stock Exchange and other concerned authorities and issue the same to the equity shareholders of the Company;
3. To apply to the Stock Exchange for obtaining *in-principle* approval for listing and trading permission for the Rights Entitlements and the equity shares to be issued and allotted in the Rights Issue;
4. To obtain the requisite approvals, consents, exemptions and sanctions, as may be required from SEBI, Stock Exchange, RBI, Registrar of Companies, Government of India, lenders of the Company etc.;

5. To issue public advertisements, notices, supplements and corrigendum, if any, as per regulatory requirements;
6. To decide the rights issue schedule and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, Stock Exchange or other authorities from time to time;
7. To fix record date for the purpose of the Rights Issue for ascertaining the names of members who will be entitled to the aforesaid offer of Equity Shares in consultation with the Stock Exchange with which the Equity Shares of the Company are listed;
8. To open Bank Account(s) to receive applications along with application monies in respect of the issue of shares and to make refunds;
9. To make application to depositories through corporate action for the Rights Entitlements and the Equity Shares when allotted;
10. To finalise basis of allotment of Equity Shares (including allotment of Equity Shares that are not subscribed) in consultation with Lead Manager, Registrar and the Designated Stock Exchange and to do all necessary acts, deeds or things with the depositories in connection with admission of the Equity Shares issued in the Rights Issue;
11. To file necessary returns, make declarations/ announcements, furnish information etc. to the concerned authorities in connection with the Rights Issue and incur necessary expense in connection to the Rights Issue including fees, stamp duty etc;
12. To sign and execute any other document, agreement, undertaking in connection with the Rights Issue and to take all such other steps as may be necessary in connection with this Rights Issue; and
13. To settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the equity shares as aforesaid and to do all such acts, deeds and things as the Committee may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of equity shares.
14. To take all such actions and give all such directions as may be necessary, incidental or desirable and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and/or in relation to utilization of the issue proceeds and to do all such acts, deeds and things as the Committee may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of Equity Shares without being required to seek further consent or approval of the Board of the Company or consent of the members of the Company”

“RESOLVED FURTHER THAT

- i. all monies received out of Rights Issue shall be transferred to separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
- ii. the details of all monies utilized out of the Rights Issue shall be disclosed under an appropriate separate head in the Balance Sheet of the Company indicating the purpose for which such monies had been utilized; and
- iii. details of all unutilized monies out of the Rights Issue, if any, shall be disclosed under an appropriate separate head in the Balance Sheet of the Company indicating the form in which such unutilized monies have been invested.”

“RESOLVED FURTHER THAT copy of this Resolution certified by any one of the Directors, Company Secretary of the Company be furnished to Stock Exchange, Depositories and such authorities as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and proposed Rights Issue Mr. Kantilal Ladani, Whole Time Director of the Company and Ms. Komal Peshwani, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the proposed Rights Issue.”

**Certified True Copy
For, Scanpoint Geomatics Limited**

**Komal Peshwani
Company Secretary & Compliance Officer
Membership No.:- A63874**