

SCANPOINT GEOMATICS LIMITED

CIN: L22219GJ1992PLC017073

Reg. Off.: D-1002-1021, 10th Floor, Swati Clover Shilaj Circle,

S.P. Ring Road Shilaj Daskroi, Ahmedabad GJ 380059 IN

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Website: www.sgligis.com

NOTICE

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of SCANPOINT GEOMATICS LIMITED (“Company”) that an Extra-Ordinary General Meeting (“EGM”) of the Company will be held on Friday, August 25 at 12.30 PM through Video Conferencing/ Other Audio Visual Means to transact the following special businesses:

- 1. To approve the request received from Mr. Chirag Jayantilal Soni, person belonging to the Promoter/promoter group member of the Company, for re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder:-**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactments thereof for the time being in force) (“SEBI Listing Regulations”) and any other laws as may be applicable from time to time, and in furtherance to the views of the Board of Directors of the Company as reproduced in the Explanatory Statement annexed to the Notice convening the Extra- Ordinary General Meeting and subject to the approval of BSE Limited, the Securities and Exchange Board of India (“SEBI”) / other statutory authorities as may be required, approval of the Members of the Company be and is hereby accorded for reclassification of the following Promoter/promoter group member from “Promoter/promoter group member” category to “Public” Category.

Sr. No.	Name	Category	Number of equity shares held	% of shareholding
1.	Chirag Jayantilal Soni	Promoter/promoter group member	7,02,019	1.01%

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof, as authorized by the Board) (“Board”) and the official(s) of the Company authorized by the Board in this regard be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to submitting intimations/filings with and seeking approval from the Stock Exchange(s), and/or any other Authorities (as may be applicable), to execute all other documents, declarations required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such Authorities/Stock Exchange as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

2. To approve Increase in Authorised share capital of the company:-

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 13, read with Section 61 and 64 of the Companies Act, 2013, read with Rules thereunder (including any Statutory modifications or re-enactment thereof, for the time in being in force) and any other applicable provisions of the Act and applicable provisions of the Article of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase in Authorised Share Capital of the Company from existing Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 10,00,00,000 (Ten Crores Only) Equity Shares of face value of Rs. 2 each (Rupees Two Only) to Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) divided into 17,50,00,000 (Seventeen crores and fifty lacs Only) Equity Shares of face value of Rs. 2 each (Rupees Two Only) ranking pari passu in all respect with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause 5 of the Memorandum of Association be deleted and same be substituted with the following new clause as clause 5;”

5. The Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) divided into 17,50,00,000 (Seventeen crore and fifty lacs Only) Equity Shares of face value of Rs. 2 each (Rupees Two Only).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or Company Secretary of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and are hereby authorized jointly/severally to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By the order of the Board of Directors,
FOR SCANPOINT GEOMATICS LIMITED**

**SD/-
MR. KANTILAL VRAJLAL LADANI
WHOLE TIME DIRECTOR
DIN: 00016171**

**Date: 31.07.2023
Place: Ahmedabad**

Reg. Office:
D-1002-1021, 10th Floor,
Swati Clover, Shilaj Circle,
S.P. Ring Road Shilaj Daskroi
Ahmedabad Gujarat 380059.

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.sgligis.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on August 22, 2023 at 09:00 A.M. and ends on August 24, 2023 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. August 18, 2023 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 August 18, 2023.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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



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 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>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 & voting during the meeting.</p>
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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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 use 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 A. N. Thakrar & Co, Scrutinizer by e-mail to thakrarakit23@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Sachin Kareliya) at 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 (cs@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 (cs@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 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 ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 during the meeting may register themselves and send their questions in advance, latest by 18th August 2023, mentioning their name demat account number/folio number, email id, mobile number at (cs@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.

The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer’s decision on the validity of the votes shall be final.

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

ITEM No. 1 - To approve the request received from Mr. Chirag Jayantilal Soni, person belonging to the Promoter/promoter group member of the Company, for re-classification from the 'Promoter/promoter group member' category to 'public' category shareholder.

The Members may note that the Company has received request dated 09th May, 2023 from Mr. Chirag Jayantilal Soni, Promoter of the Company to reclassify him from the status of 'Promoter/promoter group member' to 'Public' category of Shareholding of the Company.

In the aforementioned reclassification request, the Company has received confirmation from Mr. Chirag Jayantilal Soni, Promoter/promoter group member (Applicant) seeking re-classification under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") stating that:

i) The Applicant holds the shareholding of the listed entity as mentioned above and together do not hold more than 10% of the total voting rights in the listed entity. ii) The Applicant does not exercise control over the affairs of the listed entity directly or indirectly; iii) The Applicant does not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements; iv) The Applicant have no longer participation in the affairs and management of the company v) The Applicant does not represent on the Board of Directors (including not having a Nominee Director) of the listed entity; vi) The Applicant does not act as a Key Managerial Person ("KMP) in the listed entity; vi) The Applicant is not 'wilful defaulter' as per the Reserve Bank of India Guidelines; vii) The Applicant is not fugitive economic offender

The intimation for receipt of the aforesaid reclassification requests, enclosing the copy thereto, was submitted by the Company to the Stock Exchange (BSE Limited) on May 09, 2023. The Members are further informed that: i) the Company is compliant with the requirement of minimum public shareholding as required under Regulation 38 of the SEBI Listing Regulations; ii) trading in Equity Shares of the Company is not suspended by the Stock Exchanges; iii) the Company does not have any outstanding dues to the SEBI, the Stock Exchanges or to the Depositories. However, the Company may have payables in respect of services availed from them, for which invoices have not been raised / received.

The Board of Directors of the Company (“Board”) in its meeting held on May 30, 2023 analysed the aforesaid reclassification requests and the views of the Board are as follows (the same was also intimated by the Company to the Stock Exchanges on May 30, 2023):

1. As per Regulation 31A(3)(b)(i) of the SEBI Listing Regulations, the promoter(s) seeking re-classification and persons related to the promoter(s) seeking reclassification shall not together, hold more than ten percent of the total voting rights in the listed entity.
2. As per the confirmation and undertaking received from Mr. Chirag Jayantilal Soni, Promoter/promoter group member, in his request letter for reclassification, he has confirmed the following:
 - i. I, together, do not hold more than ten percent of the total voting rights in Scanpoint Geomatics Limited.
 - ii. I have no controlling interest in the company, directly or indirectly.
 - iii. I do not have any special rights with respect to the Company through formal or informal arrangements through any shareholder agreement
 - iv. I have no longer participation in the affairs and management of Scanpoint Geomatics Limited;
 - v. I am not represented on the Board of Directors of (including not having Nominee Director) of the Scanpoint Geomatics Limited;
 - vi. I do not act as a Key Managerial Person in Scanpoint Geomatics Limited;
 - vii. I am not a 'willful defaulter' as per the Reserve Bank of India Guidelines;
 - viii. I am not a fugitive economic offender.
3. Pursuant to Sub-Regulation 3(a)(ii) of Regulation 31A of the SEBI Listing Regulations provides that the Board of Directors of the listed entity shall analyse the reclassification request and place the same before the shareholders in a general meeting for approval along with the views of the Board on the request within the prescribed time. The Board of the Company analysed the aforesaid reclassification requests received by the Company, as mentioned above and in view of the rationale provided by Mr. Chirag Jayantilal Soni, Promoter/promoter group member who has made the application for reclassification and based on the confirmation that he satisfy the requirements of Regulation 31A of the SEBI Listing Regulations, the Board was of the view that the request made by the said Promoter/promoter group member as given above for reclassification of their shareholding from “Promoter/promoter group member” category to “Public” category, be recommended to the Members of the Company, for approval.

4. The reclassification request, if approved by the Members of the Company shall be subject to the approval of the Stock Exchange(s) as per the provisions of Regulation 31A of SEBI Listing Regulations.
5. Further, pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended) read with the provisions of the Company's Insider Trading Code, the term "Designated Persons" inter alia includes Promoters/Promoter Group Members of the listed entity. As per the provisions of the Company's Insider Trading Code, the Designated Persons cannot carry out contra-trade for a period of six months from the date of previous transaction. Assuming that, in the event the reclassification requests are approved by the Stock Exchanges and the Promoter Group members are reclassified under Public category, the said persons shall consequently cease to be the Designated Persons of the Company, provided that they do not attract any other parameters that qualify them as Designated Persons. Consequently, the contra-trade restrictions as applicable to the Designated Persons, will no longer be applicable to the persons, if so reclassified.

The Members are also informed that pursuant to the provisions of Regulations 31A(3)(a)(iii) of the SEBI Listing Regulations, the request of the promoter(s) seeking reclassification shall be approved in the general meeting by an Ordinary Resolution in which the Promoter(s) seeking reclassification and the persons related to him have not voted to approve such reclassification request. As per the requirement prescribed under the Regulation 31A of the SEBI Listing Regulations, the Board places the resolution as placed at Item No. 1 pertaining to reclassification from the Promoter/promoter group member to Public category along with the aforementioned views of the Board. The Board recommends the resolution for the approval of the Members of the Company by an Ordinary Resolution, and once approved by the Members, the same shall be subject to the approval of the Stock Exchange (BSE Limited) and/ or such other Authorities as may be required.

None of the Directors / Key Managerial Personnel of the Company / their Relatives are in any way, concerned or interested, financially or otherwise.

ITEM No. 2 - To approve Increase in Authorised share capital of the company

The present Authorized Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 10,00,00,000 (Ten Crores only) Equity shares of Face value of Rs. 2/- (Rupees Two Only) and the paid-up share capital of the Company is Rs. 13,86,14,496 (Rupees Thirteen Crores Eighty Six Lakhs Fourteen Thousand Four Hundred Ninety Six only). The Company proposes to increase its Authorized Share Capital to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 17,50,00,000 (Seventeen Crores and Fifty Lacs Only).

The board of directors of the company has approved increase in authorized share capital of the company to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 17,50,00,000 (Seventeen Crores and Fifty Lacs Only) at their meeting held on 31st July 2023.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.

Pursuant to Section 13, 61 and 64, and other applicable provisions, of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Member.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

**By the order of the Board of Directors,
FOR SCANPOINT GEOMATICS LIMITED**

**SD/-
MR. KANTILAL VRAJLAL LADANI
WHOLE TIME DIRECTOR
DIN: 00016171**