

Consent from the Lead Manager to the Issue

Date: March 20, 2024

To,

The Board of Directors

Scanpoint Geomatics Limited

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

Dear Sirs,

Sub: Proposed rights issue of equity shares of the face value of ₹2/- each ("Equity Shares") by Scanpoint Geomatics Limited ("Company" and such offering, the "Issue").

We, **Vivro Financial Services Private Limited**, do hereby consent to act as the lead manager to the Issue ("**Lead Manager**") and to our name being inserted as Lead Manager to the Issue in the Draft Letter of Offer ("**DLOF**"), the Letter of Offer ("**LOF**") and Abridged Letter of Offer ("**ALOF**") and other documents issued in relation to the issue (collectively the "**Issue Documents**") that the Company intends to file with BSE Limited (the "**Stock Exchange**") and with any other regulatory or statutory body and in any other documents, which the Company intends to file/publish in respect of the Issue, and also in all related advertisements and other material related to the Issue.

We further confirm the following information in relation to us is true and correct and consent to the disclosure of such information in the Issue Documents or any other documents issued in connection with the Issue:

Vivro Financial Services Private Limited

Vivro House, 11, Shashi Colony, Opposite Suvidha Shopping Center,
Paldi, Ahmedabad – 380 007, Gujarat, India.

Telephone: +91-79-4040 4242;

Email: investors@vivro.net

Website: www.vivro.net

Investor Grievance Email: investors@vivro.net

Contact Person: Hardik Vanpariya/Jay Dodiya

SEBI Registration Number: INM000010122

CIN: U67120GJ1996PTC029182

We confirm that we are registered with SEBI as a Merchant Banker and as on date our registration is valid. We also confirm that as on date, we have not been prohibited by SEBI, any other regulatory authority, court or tribunal to act as an intermediary in a capital markets issue. We further confirm that we have not been debarred from functioning by any regulatory authority. A copy of our registration certificate is enclosed as **Annexure A** hereto.

Further, except as disclosed below, as on the date, we confirm that neither we nor our associates hold any Equity Shares of the Company. We confirm that we are not an 'associate' of the Company as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended from time to time. This consent letter may be relied upon by the Company and the legal advisor in




relation to the Issue. We authorize you to deliver this letter of consent to SEBI and the Stock Exchange pursuant to the applicable laws, or any other governmental or regulatory authority as may be required.

We confirm that we will immediately inform the Company in writing of any changes to the information stated in this letter until the receipt of the final listing and trading approval from the Stock Exchange of the Equity Shares issued pursuant to the Issue and commencement of trading on the Stock Exchange. In the absence of any communication in this regard, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Issue on the Stock Exchange of the Equity Shares issued pursuant to the Issue.

We consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue-related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

**Yours faithfully,
For and behalf of Lead Manager
Vivro Financial Services Private Limited**


Jayesh Vithlani
SVP – Capital Markets



Encl.: Copy of Registration Certificate

मर्चेट बैंककार

FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

002576

(मर्चेट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)
(regulation 8)

/ Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION / PERMANENT REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) का प्रवृत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पर्व 1/ II/ III/ IV में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

VIVRO FINANCIAL SERVICES PVT. LTD.
"VIVRO HOUSE", 11, SHASHI COLONY,
OPP. SUVIDHA SHOPPING CENTRE, PALDI,
AHMEDABAD - 380 007.

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I/ II/ III/ IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निर्गमन का प्रबंध निम्नके अन्तर्गत प्रायोजकता, निगमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अध्यापन करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवंटन धनगति का पता लगाना। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
- *2. निविदायन सलाहकार। Investment Adviser
- *3. निर्गमनों का निमांकन। Underwriting of Issues.
- *4. पोर्टफोलियो प्रबंधन सेवाएं। Portfolio Management Services.
- *5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निर्गमन सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
- *6. परामर्शी या सलाहकार। Consultant or Adviser.
- (*को लागू न हो उसे काट दें) (*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड

INM000010122

II. Registration Code for the merchant banker is MB /

This certificate of Registration shall be valid for permanent

III. यह प्रमाणपत्र

unless suspended or cancelled by the Board

III. This Certificate shall be valid from

जिसके विधिमान्य होगा और इसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा
By order



K. SARAVANAN
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसके ओर से

स्थान Place

MUMBAI

तारीख Date

MAY 28, 2012

For and on behalf of
Securities and Exchange Board of India