

Regd. Office : 1, JORIAN, DELHI ROAD, YAMUNA NAGAR - 135001, HARYANA

Phone : +91 99920-86066

E-mail : scanhry@scanprojects.in

CIN : L29253HR1992PLC031576

Website : www.scanprojects.in

GSTIN : 06AABCA4208L1ZW

To

The Board of Directors
Scan Projects Limited

Dear Sir/Madam,

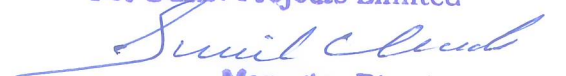
Sub: Notice of Meeting of Board of Directors

This is to inform you that the Meeting of the Board of Directors ("Board") of Scan Projects Limited ("Company") is scheduled to be held on Thursday, 26th day of December 2024 at 03.00 P.M. at the registered office of the Company situated at Village Jorian, Delhi Road, Yamuna Nagar, Haryana, India, 135001 to consider the following business items.

| ITEM NO. | PARTICULARS |
|--|---|
| INTRODUCTORY MATTERS | |
| 1 | To elect & appoint chairman and welcome of board members |
| 2 | To grant leave of absence, if any |
| 3 | To confirm and take on record the minutes of last board meeting |
| MATTERS FOR NOTING, DISCUSSION AND APPROVAL | |
| 4 | Approval of the merger proposal |
| 5 | Approval of proposed scheme and authorization for filing with Hon'ble NCLT (Chandigarh Bench) & other authority |
| 6 | Acknowledgment of reports (Valuation Report, Fairness Opinion etc.) and various documents |
| 7 | BSE limited as designated stock exchange (DSE) |
| OTHER MATTERS | |
| 8 | Any other matter with the permission of the chairman |
| 9 | Vote of thanks |

You are requested to make it convenient to attend the meeting and in case any further information is needed or leave of absence is sought the Director(s) shall intimate and send request to the Company, addressing to the person signing this notice.

For SCAN Projects Limited


Managing Director

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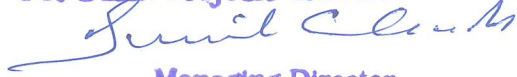
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The agenda for the Board is attached herewith.

Thanking You,
Yours Faithfully,

FOR SCAN PROJECTS LIMITED

For SCAN Projects Limited



Managing Director

SUNIL CHANDRA

Director

DIN: 01066065

Address: CHANDER NIWAS

NEAR SURESH CHANDRA MEMORIAL EYE HOSPITAL,

JORIAN, YAMUNANAGAR

Haryana-135001

Date: 18.12.2024

Place: Yamuna Nagar, Haryana

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Agenda for the Board Meeting scheduled to be held on Thursday, 26th day of December 2024 at 03.00 P.M. at Village Jorian, Delhi Road, Yamuna Nagar, Haryana, India, 135001.

AGENDA:

AGENDA NOTE: The Board is requested to reaffirm its approval of the Merger Proposal in ensuing Board Meeting, which was initially approved at the meeting held on 12 November 2024. Due to time constraints and some technical issues, the application could not be filed within the required 15 working days under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As a result, it is necessary to seek the Board's approval once again. During this proposed meeting, various approvals will be required to ensure compliance with SEBI regulations and other necessary requirements. In addition, the Board will review and re-consider the various documents and reports placed on record to ensure compliance with SEBI regulations and facilitate the timely and efficient submission of the merger application.

| S. NO. | PARTICULARS |
|--|---|
| INTRODUCTORY MATTERS | |
| 1. | TO ELECT & APPOINT CHAIRMAN AND WELCOME OF BOARD MEMBERS: - The Chairman of the Board Meeting is to be elected in accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company. After the election, the Chairman of the meeting will take the chair and deliver a welcome speech to the members, setting the tone for the meeting and outlining the agenda for discussion. |
| 2. | TO GRANT LEAVE OF ABSENCE, IF ANY; The Board is required to grant leave of absence, if any, to the Director(s) who will not be available to attend the meeting. The Directors may apply for Leave of Absence by contracting the Authorised Person/Company Secretary of the Company. |
| 3. | TO CONFIRM AND TAKE ON RECORD THE MINUTES OF THE LAST BOARD MEETING: The minutes of the previous meeting of Board of Directors held on 12 th day of November 2024 are to be read, confirmed and signed by the Chairman of the meeting. |
| MATTERS FOR NOTING, DISCUSSION AND APPROVAL | |
| 4. | APPROVAL OF THE MERGER PROPOSAL The Board will review and discuss the proposal for the merger of 'Chanderpur Industries Private Limited', ("Transferor Company") with 'Scan Projects Limited' a listed entity (Transferee Company). The board will evaluate the strategic rationale, benefits, and implications of the merger as presented in the detailed scheme. |

For SCAN Projects Limited


Managing Director

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| | <p>The Board members are requested to discuss and pass the following resolution with or without any modification:</p> <p>"RESOLVED THAT in supersession of all earlier resolution in this regard now, pursuant to the provisions of the Companies Act, 2013, and the Articles of Association of the Company, the proposal for the merger of 'Chanderpur Industries Private Limited' ("Transferor Company") with 'Scan Projects Limited' (Transferee Company) be and is hereby approved as presented to the Board.</p> <p>"FURTHER RESOLVED THAT, any Director of the Company be and are hereby severally or jointly authorized to take all necessary steps and actions required to execute the merger, including but not limited to the filing of applications, documents, and returns with the relevant authorities, and to do all acts, deeds, and things that may be necessary or expedient for the implementation of the merger scheme.</p> |
| <p>5.</p> | <p>APPROVAL OF THE PROPOSED SCHEME AND AUTHORIZATION FOR FILING WITH HON'BLE NCLT (CHANDIGARH BENCH) & OTHER AUTHORITY.</p> <p>The Board shall review and supersession all earlier resolution in this regard, if any now approve the proposed scheme of merger between 'Chanderpur Industries Private Limited' ("Transferor Company") with 'Scan Projects Limited' ("Transferee Company") and thereafter it shall be submitted to the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, as well as other relevant regulatory authorities. This discussion will include a detailed examination of the scheme's provisions, ensuring adherence to the requirements set forth in the Companies Act, 2013, and applicable regulations. Upon completion of the discussion, the Board shall pass the following resolution with or without any modification along with the authorization to filing of the scheme with the NCLT and other regulatory authorities and to empower designated officers to undertake all necessary actions and submissions required to secure the requisite approvals.</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time, and in accordance with the provisions of the Memorandum of Association of the Company and subject to the approval /sanction by the National Company Law Tribunal (NCLT), Chandigarh Bench and subject to such terms and conditions and modification(s), as may be imposed, prescribed or suggested by the appropriate authorities and subject to such other approvals, consents, permissions, and/or sanctions of any other appropriate authority, body or institution and subject to the approval of the shareholders and creditors of the Company, the Scheme of Merger of 'Chanderpur Industries Private Limited' ("Transferor Company") with and into 'Scan Projects Limited' ("Transferee Company") and their respective shareholders and creditors, as per the draft of scheme as circulated and submitted to the Board, be and is hereby considered and approved.</p> <p>"RESOLVED FURTHER THAT the meeting(s) of the shareholders and/ or creditors of the Company, if directed by the National Company Law Tribunal, be convened on a day and at a time as directed by the National Company Law Tribunal for the purpose of approving the Scheme of Amalgamation.</p> |

For SCAN Projects Limited

Smit Chandra
Managing Director

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"RESOLVED FURTHER THAT any Director(s) of the Company be and are hereby severally or jointly authorized to do all such acts, deeds and things as may be required to give effect to the said Scheme of Amalgamation and to carry out such alterations in the said Scheme of Amalgamation and assent or consent to such conditions as may be imposed by the shareholders and creditors of the Company and/or the National Company Law Tribunal or other regulatory authorities, while sanctioning the said Scheme of Amalgamation.

"RESOLVED FURTHER THAT any Director of the Company be and are hereby severally or jointly authorized to do the following acts, deeds and things for the aforesaid purpose:

- a) To appoint Solicitors, Advocates, Attorneys, Company Secretaries, Chartered Accountant, Advisors, Auditors, Accountants, Registrars or such other persons or agencies as may be required in relation to or in connection with the Scheme on such terms and conditions including as regards their fees or remuneration as they may deem fit and issue letter of appointment or Vakalatnama or authority letters in this regard.
- b) For filing of application and holding/ seeking dispensation from holding meetings of the shareholders and the creditors of the Company, as may be required to give effect to the Scheme of Amalgamation:
- c) For conducting the meetings of the shareholders and/ or the creditors of the Company, signing and sending the notices and carry out all such other activities in relation to the meeting, if the same is not dispensed by the National Company Law Tribunal:
- d) For filing of petition before NCLT for sanction of the Scheme of Amalgamation:
- e) For obtaining approval from Stock Exchange, Registrar of Companies (NCT Delhi & Haryana), Regional Director-MCA (Northern Region) or such other authorities and parties including the statutory authorities, creditors, lenders, shareholders, etc. as may be considered necessary, to the Scheme of Amalgamation:
- f) For authorizing any person to represent the Company before the Registrar of Companies, Regional Director, Official Liquidator, National Company Law Tribunal and any other authorities, as and when required:
- g) For filing necessary "deeds, documents, papers and submit or cause to be submitted necessary explanations, clarification and submissions before the Regional Director, Registrar of Companies, Official Liquidator, Income Tax Department and other authorities, as may be applicable and as and when required:

For SCAN Projects Ltd.


Managing Director

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- h) For the above purpose to declare and file all pleadings, reports and sign and issue public advertisements and notices:
- i) To settle any question or difficulty that may arise with regard to the implementation of the Scheme of Amalgamation and to give effect to the above resolution:
- j) To obtain a copy of the order sanctioning the Scheme and filing it with the Registrar of Companies:
- k) To take all necessary steps as may be required, including without limitation for obtaining approvals and/ or consents of the shareholders, creditors, banks, financial institutions, all relevant regulatory, governmental and judicial authorities and all relevant third parties as may be required from time to time and to sign and execute the letter(s) for obtaining No-Objection Certificate(s)/ consent from the Creditors / Lenders of the company for approving the Scheme and to submit the same to the concerned Registrar of Companies, Official Liquidator and Regional Director or any other appropriate authority;
- l) To do all other necessary acts, deeds and things as may be deemed fit and expedient for fulfilling/completing all or any of the purpose, as mentioned above.

"RESOLVED FURTHER THAT any Director of the Company be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things, whatsoever, as may be necessary and proper to give effect to the above resolutions.

" RESOLVED FURTHER THAT all the Directors of the Company are hereby severally authorized to sign copy of this resolution as a Certified True copy thereof and furnish the same."

6. ACKNOWLEDGMENT OF REPORTS (VALUATION REPORT, FAIRNESS OPINION ETC.) AND VARIOUS DOCUMENTS

The documents such as Valuation Report prepared by Mr. Suman Kumar Verma, Registered Valuer (Reg no:-IBBI/RV/05/2019/12376) on valuation of shares of M/s Chanderpur Industries Private Limited' ("Transferor Company") and Scan Projects Limited' ("Transferee Company"), including the swap ratio and the methodology adopted for the valuation, Fairness Opinion issued by M/s Master Capital Service Limited (Reg No INM000000107) an Independent Merchant Banker on the Scheme and swap ratio and the Certificate issued by M/s Subhash Sajal & Associates, Chartered Accountants as specified in Para (A)(5) of Part I of SEBI Master Circular (SEBI/HO/CFD/POD-2/P/CIR/2023/93) dated June 20, 2023 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 certifying that the accounting treatment contained in the draft scheme of amalgamation is in compliance with all accounting standards will be placed before the Board for acknowledgment.

The Board may kindly take note of the same.

For SCAN Projects Limited

Savitri Chandra
Managing Director

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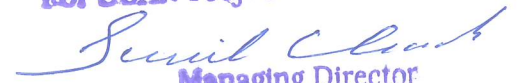
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| 7. | BSE LIMITED AS DESIGNATED STOCK EXCHANGE (DSE) “RESOLVED THAT BSE Limited be and is hereby chosen as designated stock exchange (DSE) for the purpose of coordinating with SEBI to obtain approval under regulation 37 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015. RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things, whatsoever, as may be necessary and proper to give effect to the above resolutions |
| OTHER MATTERS | |
| 8. | ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN: To discuss any other matter with the permission of the Chairman. |
| 9. | VOTE OF THANKS. |

For SCAN Projects Limited


Managing Director