Regd. Office: Vill. Kanjnu, Tehsil Radaur, Distt. Yamuna Nagar - 135133 (Haryana)
: scanhry@scanprojects.in GST No : 06AABCA4208L1ZW
Website : www.scanprojects.in CIN L29253HR1992PLC031576
+91 99920-86066

FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 & 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS ("MEMBERS") OF SCAN PROJECTS LIMITED

IN THE MATTER OF SECTION 230 To 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF

SCHEME OF ARRANGEMENT (MERGER)

BETWEEN

CHANDERPUR INDUSTRIES PRIVATE LIMITED

("TRANSFEROR COMPANY")

AND

SCAN PROJECTS LIMITED

("TRANSFEREE COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

DETAILS OF THE MEETING:	
Day of the Meeting	Saturday
Date of the Meeting	18.07.2026
Time of the Meeting	11:30 AM (IST)
Venue of the Meeting	Kanjnu, Radaur Road, Distt. Yamuna Nagar-135133 (Haryana)
Mode of the Meeting	Physical and Video Conferencing (Hybrid Mode)
Cut-off date for sending notice to eligible equity shareholders	05.06.2026
Cut-off date for E-Voting	11.07.2026
Remote e-voting start date:	15.07.2026 (10:00 AM)
Remote e-voting end date:	17.07.2026 (17:00 PM)

INDEX

FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 & 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

(CA(CAA) No. 7/CHD/HRY/2026)

IN THE MATTER OF:

Section 230 To 232 of The Companies Act, 2013 and other relevant provisions of The Companies Act, 2013

AND

IN THE MATTER OF:

Scheme of Arrangement (Merger) between Chanderpur Industries Private Limited ("Transferor Company") with and into Scan Projects Limited ("Transferee Company") and their Respective Shareholders and Creditors

M/s SCAN PROJECTS LIMITED
(CIN: L29253HR1992PLC031576)
Incorporated under the provisions of the Companies Act, 1956
Registered office: Village Kanjnu, Tehsil Radaur, Yamuna Nagar, Jagadhri, Haryana, India, 135133
Email: scanhry@scanprojects.in
Contact No.: +91-9813391674

……. **TRANSFEREE COMPANY/ (APPLICANT COMPANY NO. 2)**

NOTICE OF MEETING OF EQUITY SHAREHOLDERS

NOTICE UNDER SECTION 230 (3) OF THE COMPANIES ACT, 2013 READ WITH, RULE 6 OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATION) RULES, 2016 FOR CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF SCAN PROJECTS LIMITED

To
THE EQUITY SHAREHOLDERS OF
SCAN PROJECTS LIMITED,

NOTICE is hereby given that pursuant to the Order dated 21/05/2026 (the 'Order'), passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"), the NCLT has directed that an Extra Ordinary General meeting ("EGM"/ "meeting") of the Equity Shareholders of the Applicant Company No.2/Transferee Company be conveyed and held in a "Hybrid Mode" i.e. through physical presence at the venue as well as through Video Conferencing ('VC') or Other Audio-Visual Means (OAVM), for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement (Merger) between **Chanderpur**

Industries Private Limited (“Transferor Company”) with and into **Scan Projects Limited (“Transferee Company”**) and their Respective Shareholders and Creditors.

In pursuance of the NCLT Order and as directed therein, the Meeting of the Equity Shareholders of the Transferee Company will be convened and held on **Saturday, July 18, 2026** at **11:30 A.M. (IST) at R/o Village Kanjnu, Radaur Road, Distt Yamuna Nagar-135133 (Haryana),** through Hybrid Mode, i.e., by physical attendance at the venue as well as via Video Conferencing (VC) or Other Audio-Visual Means (OAVM). You are requested to attend the meeting to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1

APPROVAL OF THE SCHEME OF ARRANGEMENT (MERGER) BETWEEN CHANDERPUR INDUSTRIES PRIVATE LIMITED AND SCAN PROJECTS LIMITED

To consider and if thought fit, to pass, the following resolution for approval of the Scheme of Amalgamation by requisite majority:

“**RESOLVED** that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including amendments thereof), read with observation letter(s) issued by BSE Limited dated January 06, 2026 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Chandigarh Bench (hereinafter also referred to as “NCLT” or “the Tribunal”) and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (“Board”), the Scheme of Arrangement (Merger) between **Chanderpur Industries Private Limited** (“Transferor Company”) with and into **Scan Projects Limited** (“Transferee Company”) and their Respective Shareholders and Creditors (‘**Scheme**’ or ‘**the Scheme’**) as placed before the members of the Transferee Company (Equity Shareholders of the Transferee Company), be and is hereby approved.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, while sanctioning the said Scheme of Amalgamation.

"**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Equity Shareholders of the Company."

The quorum for the Meeting shall be 5 (Five) Equity Shareholders. In case the quorum is not present at the designated time, the Meeting shall be adjourned by half an hour and thereafter, the persons present for voting shall be deemed to constitute the quorum.

Copies of the said Scheme and of the Statement under Section 230 of the Companies Act, 2013, and other annexures as stated in the Index are enclosed herewith.

Copies of the Scheme of Arrangement (Merger) and of the Statement under Section 230 read with Section 102 of the Companies Act, 2013 can be obtained free of charge at the Registered Office of the Company (except Sunday and public holidays). Persons entitled to attend and vote at this meeting (or respective meetings), may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at Village Kanjnu, Radaur Road, Distt Yamuna Nagar-135133 (Haryana) not later than 48 hours before the meeting. Forms of proxy can be had at the registered office of the Company.

The Hon'ble Tribunal has appointed **Ms. Kannopriya Gupta**, Advocate [D/6357/2017], as the **Chairperson** of the said Meeting and Mr. **Gurvinder Singh Sarin**, Practising Company Secretary (PCS), as the **Scrutinizer** for the Meeting. The Scheme, if approved at the Meeting, shall be subject to the subsequent approval of the Hon'ble Tribunal.

It is further clarified that the Chairperson and the Scrutinizer have verified the correctness, completeness, and appropriateness of the contents of this Notice, the Explanatory Statement, and its annexures.

Dated this the 12th day of June, 2026.

Kannopriya Gupta

Kannopriya Gupta
Chairperson Appointed for the Meeting
by order of Hon'ble Tribunal dated 21.05.2026

Scan Projects Limited
CIN: **L29253HR1992PLC031576**
Village Kanjnu, Tehsil Radaur,
Yamuna Nagar, Jagadhri, Haryana, India, 135133

Place: Yamuna Nagar
Date: 12.06.2026

Enclosure: As above

NOTES:

1. The relative Explanatory Statement pursuant to under sections 230 to 232 and section 102 of the companies act, 2013 ("act) in respect of the special business under item Nos. 1 of the Notice, is annexed hereto.

2. The Ministry of Corporate Affairs **('MCA'),** has vide their General Circular No. 09/2024 dated September 19, 2024 read with previous General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India ("SEBI") has vide their Circular no. SEBI/HO/CFD/CFD–PoD-2/P/CIR/ 2024/133 dated October 03, 2024 (collectively referred to as '**relevant circulars**'), has permitted Companies to hold the meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence at a common venue. Further, pursuant to the Order dated 21 May 2026 (the "Order") passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"), the NCLT has directed that a meeting of the Equity Shareholders of the Applicant Company No.2/Transferee Company be conveyed and held in a "Hybrid Mode" i.e. through physical presence at the venue as well as through Video Conferencing ('VC') or Other Audio-Visual Means (OAVM). Accordingly, in compliance with the aforesaid Order of the Hon'ble NCLT and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), this meeting has been convened and scheduled in hybrid mode, permitting participation through physical attendance at the designated venue as well as through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), for the purpose of considering and, if thought fit, approving, the Scheme of Arrangement (Merger) between **Chanderpur Industries Private Limited ("Transferor Company"**) with and into **Scan Projects Limited ("Transferee Company"**).

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY**.

   The instrument of proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of EGM. A proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable. Pursuant to Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy for at most fifty (50) Members and holding in the aggregate not more than 10% of the total share capital of the Company. In case a Member holding more than 10% of the total share capital of the Company carrying voting rights proposes to appoint a proxy, then such Member may appoint a single person as proxy, however, such proxy shall not act as a proxy for any other person or Member.

4. 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/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to **scanhry@scanprojects.in** with a copy marked to helpdesk.evoting@cdslindia.com.

5. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form, and with RTA "Beetal Financial & Computer Services (P) Ltd." in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM along with the explanatory Statement under section 102 of Companies Act, 2013 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any Member has requested for a physical copy of the same. Members may note that the Notice of the EGM along with the explanatory Statement will also be available on the Company's website www.scanprojects.in, website of the Stock Exchanges i.e. Bombay Stock Exchange Limited and on the website of CDSL www.evotingindia.com.

6. The quorum of meeting shall be 5 (Five) member/Equity Shareholders of the Transferee Company. Equity Shareholders attending the meeting through Hybrid Mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Cut-off date for determining the names of shareholders eligible to get Notice of Extraordinary General Meeting is **Friday, 05th June, 2026.**

8. All documents referred to in this meeting, notice and the accompanying statements/Annexures, latest audited financial Statement (of the Transferee Company) are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Extraordinary General Meeting. Members may also obtain extracts from or copies of such documents or other information & Documents as Board or Management believes relevant for making decisions for or against the Scheme subject to applicable provisions and procedures.

9. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company at least 5 days before the date of Extraordinary General Meeting through Email on scanhry@scanprojects.in. The same will be replied by/ on behalf of the Company suitably.

10. **Mr. Gurvinder Singh Sarin**, Practising Company Secretary (PCS), has been appointed as the **Scrutinizer** for this meeting pursuant to the order of the National Company Law Tribunal (NCLT), Chandigarh dated 21.05.2026, to scrutinize the voting at the meeting as well as the remote e-voting process in a fair and transparent manner.

11. The Chairperson shall, at the EGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those Members who are present at the EGM through Video Conferencing.

12. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the EGM.

13. The Notice of the EGM shall be placed on the website of the Company till the date of EGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.scanprojects.in immediately after the declaration of result by the Chairperson or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.

14. Pursuant to Section 108 of the Companies Act, 2013 and the Rules made there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the EGM.

15. The instructions for e-voting are as under:

i) The e-voting facility with CDSL will be available at the link www.evotingindia.com. The remote e-voting period would commence on Wednesday, 15.07.2026 at 10:00 A.M. (IST) and conclude on Friday, 17.07.2026 at 05:00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Equity Shareholders/members, the members cannot change it subsequently.

ii) A person whose name is recorded in the 'List of Equity Shareholders/member' of the Transferee Company as on the **Saturday, July 11, 2026** shall only be entitled to avail the facility of remote e-voting / voting at the meeting. However, a person who is not a member as on the above date should treat this notice for information purpose only.

iii) The security holders should log on to www.evotingindia.com during the duration of the voting period and cast their votes for the resolutions on the e-Voting System.

iv) Shareholders who have voted on an earlier instance of voting can login using their existing password.

v) First time shareholders can login to the e-Voting system using their user-id (i.e. demat account number / folio number), PAN and Date of Birth (DOB) or Dividend Bank account number mentioned for the said demat account or folio. Physical shareholders will have to login with the Folio number, PAN and either DOB or Dividend Bank details for every voting.

vi) After logging in, demat security holders will have to mandatory change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Security holders have to then select the EVSN for which they desire to vote.

vii) Security holders can then cast their vote on the resolutions available for voting.

viii) Security holders can also view the resolution details on the e-Voting website.

ix) Once the security holder casts the vote, the system will not allow modification of the same.

x) During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution again.

xi) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

xii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 11, 2026.

xiii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 11, 2026 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Mr. Anand Tirodkar on Tel: 022-22728153 (email id-anandt@cdslindia.com) or Ankit Bandivadekar on Tel: 022-22728634 (email id-ankitb@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on http://www.evotingindia.com or contact CDSL at the following toll-free no.: 18002005533.

xiv) A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extraordinary General Meeting.

xv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

xvi) The facility for voting through ballot paper shall be made available at the EGM on the date of meeting only and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

xvii) The Chairperson shall, at the Extraordinary General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the Extraordinary General Meeting but who have not cast their votes by availing the remote e-voting facility.

xviii) The Scrutinizer shall after the conclusion of voting at the Extraordinary General meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Extraordinary General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.

xix) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.scanprojects in and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

xx) E-voting timing will be start from Wednesday, 15th day of July, 2026 (10:00 AM) to Friday, 17th day of July, 2026 (17:00 PM).

16. The instructions for members for attending the EGM through VC/OAVM are as under:

i) Member will be provided with the facility to attend the EGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at https://www-evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

ii) Facility of joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM.

iii) Shareholders are encouraged to join the meeting through Laptops/iPad for better experience.

iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

v) 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.

vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least 5 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at scanhry@scanprojects.in. The shareholders who do not wish to speak during the EGM but have queries may sent their queries in advance 5 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at scanhry@scanprojects.in. These queries will be replied to by the Company suitably by email.

vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

17. Guidelines for those shareholders whose e-mail address are not registered with the depositaries for obtaining login credentials for e-voting for the resolutions proposed in this notice:

i) For Physical Shareholders- please provide necessary details like 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 e-mail to Company/RTA e-mail id.

ii) For Demat Shareholders- please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID +CLID), 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) by e-mail to Company/RTA e-mail id.

iii) The Company/RTA shall co-ordinate with CDSL and to provide the login credential to the above-mentioned shareholders.

Kannopriya Gupta

Kannopriya Gupta

Chairperson Appointed for the Meeting
by order of Hon'ble Tribunal dated 21.05.2026

Scan Projects Limited
CIN: **L29253HR1992PLC031576**
Village Kanjnu, Tehsil Radaur,
Yamuna Nagar, Jagadhri, Haryana, India, 135133

Place: Yamuna Nagar
Date: 12.06.2026

Regd. Office: Vill. Kanjnu, Tehsil Radaur, Distt. Yamuna Nagar - 135133 (Haryana)
: scanhry@scanprojects.in GST No : 06AABCA4208L1ZW
Website : www.scanprojects.in CIN : 29253HR1992PLC031576
+91 99920-86066

EXPLANATORY STATEMENT

ANNEXURE TO NOTICE EXPLANATORY STATEMENT UNDER SECTIONS 230 TO 232 AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH, RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

ITEM NO.1

APPROVAL OF SCHEME OF AMALGAMATION BETWEEN CHANDERPUR INDUSTRIES PRIVATE LIMITED AND SCAN PROJECTS LIMITED

1. This explanatory statement accompanying the notice convening the meeting of Equity Shareholders/Members of Scan Projects Limited pursuant to the Order dated May 21, 2026, passed by Hon'ble National Company Law Tribunal, Chandigarh Bench in the application no. CA(CAA) No. 7/CHD/HRY/2026, which directed the company to convene separate meeting of the Equity Shareholders ("Member") of the Applicant Company-2 / Transferee Company. Copy of the said order is available as **Annexure-A1** to this notice.

2. The meeting of Equity Shareholders ("Members") is scheduled on Saturday, July 18, 2026 at 11:30 A.M. at R/o Kanjnu, Radaur Road, Distt. Yamuna Nagar-135133 (Haryana) to obtain their approval to the Scheme of Arrangement (Merger) between Chanderpur Industries Private Limited ("Transferor Company") with and into Scan Projects Limited ("Transferee Company") and their Respective Shareholders and Creditors ('Scheme' or 'the Scheme').

3. The Hon'ble National Company Law Tribunal, Chandigarh Bench, has appointed **Ms. Kannopriya Gupta**, Advocate [D/6357/2017], as the **Chairperson** of the said Meeting and **Mr. Gurvinder Singh Sarin**, Practising Company Secretary (PCS), as the **Scrutinizer** for the Meeting. The said Order will be available for inspection at the Registered Office of the Applicant Company-2 / Transferee Company at registered office of the Company on any working day of the Company up to the date of meeting.

4. The approval of the Equity Shareholders ("Members") is being sought through a hybrid mode. Members may cast their votes either by remote e-voting, in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI Circulars and the provisions of the Companies Act, 2013, or by voting through ballot while attending the meeting in person at the venue specified in this notice on the date of the meeting.

5. The Scheme, inter alia, provides for the amalgamation of Chanderpur Industries Private Limited ("Transferor Company") with and into Scan Projects Limited ("Transferee Company"). Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without undergoing the process of winding up. The Transferor Company and the Transferee Company are hereinafter collectively referred to as the "Participating Companies". Copy of the Scheme is available as **Annexure-A2** to this notice.

6. The Board of Directors of the Participating Companies had at their respective meetings held on September 18, 2026 approved the Scheme. The proposed scheme is envisaged to be effective from the Appointed Date but shall be made operative from the Effective Date (as defined in the Scheme). Reports adopted by the Board of Directors of M/s Scan Projects Limited ("Transferee Company") and M/s Chaderpur Industries Private Limited ("Transferor Company") at their respective Board Meetings held on 18 September 2025, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, as required under Section 232(2)(c) of the Companies Act, 2013, are attached and annexed as **Annexure-A3 (Colly)** to this notice.

7. PARTICULARS OF THE COMPANIES:

7.1 CHANDERPUR INDUSTRIES PRIVATE LIMITED ("TRANSFEROR COMPANY")

7.1.1 **'Chanderpur Industries Private Limited'** (hereinafter referred to as "**CIPL**" or the "**Transferor Company**") is a private limited company having Corporate Identity Number (CIN) U29220HR1993PTC032056, incorporated under the Companies Act, 1956 on 13th day of July, 1993 under the name and style of 'Sigma Traders Private Limited' in the State of Haryana under the jurisdiction of Registrar of Companies, National Capital Territory of Delhi & Haryana. Subsequently, name was changed from 'Sigma Traders Private Limited' to 'Chanderpur Industries Private Limited' and a fresh Certificate of Incorporation consequent to change of name was issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana vide its certificate of change of name dated 6th day of October, 2009. The registered office of CIPL is situated at Village: Kanjnu Tehsil: Radaur, Yamuna Nagar, Haryana, India, 135133. The e-mail ID of the company is ciplfinance@chanderpur.com and the Permanent Account Number (PAN) of the Company is AABCS7654Q.

7.1.2 The main objects of the 'CIPL' (Transferor Company) are as follows:

- To manufacturing, fabricate, erect, commission, assemble, take up maintenance, provide consultancy, develop, design, assemble, export, buy, sell & otherwise deal & trade in light, medium & heavy engineering machines, industrial machines & all types of boilers, engines, mobile equipments, stream, water, oil & process pipelines, steel stakes, pressure reducing station, heat exchanges, coded pressure vessels, oil & water tanks, S.S. fabrication, alloy fabrication, food processing equipment, dairy equipments, chemical equipments, trailers for vehicles, electrical control systems for boilers & oil burners, calorifiers, kitchen ventilation equipments & for chemical, food processing, dairy projects and structures including designing, erection, fabrication of engineering machinery, gasifiers.

- To carry on the business of mechanical engineers, contractors & to buy, sell, repair, recondition, alter, let on hire and deal in light, medium & heavy engineering machines, industrial machines of all kind & the business of research & development of design of different disciplines of engineering & technology & also carry on the business of engineering goods & Projects & supply know-how, projects reports, layouts, estimates, schemes for industrial and domestic enterprises and to export heavy & light machinery.

- To import and export, purchase and sale or otherwise trading activities or otherwise deal in all kinds of Industrial, engineering such as chemical, electronic, consumer, home products and goods whether by law of raw materials, Intermediate products or finished goods.

7.1.3 There has been no change in the name, registered office address or in the main objects clause of the Transferor Company since the date of approval of the Scheme.

7.1.4 The share capital of ''Chanderpur Industries Private Limited' ("CIPL" or "Transferor Company") as on 31st March, 2025 is as under:

SHARE CAPITAL	AMOUNT (IN INR.)
Authorised Capital: 60,00,000 equity shares of INR 10/- each	6,00,00,000
TOTAL	**6,00,00,000**
Issued, Subscribed and Paid-Up capital: 11,30,000 equity shares of INR 10/- each	1,13,00,000
TOTAL	**1,13,00,000**

Subsequent to 31st March 2025 and up to the date of this notice, there has been no change in the authorized, issued, subscribed, and paid-up share capital of the Transferor Company. Accordingly, the authorized, issued, subscribed, and paid-up share capital of the Transferor Company, as of the date of approval of this Scheme by the Board of Directors of the Transferor Company and till the date of dispatch of this notice, remains the same as stated above.

7.1.5 The details of Promoters & Promoter Group of the Transferor Company are as follows:

S. No.	Name	Category	Address
1	Sh. Sudhir Chandra	Promotor	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India

2	Sh. Sunil Chandra	Promotor	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
3	Sh. Nikhil Chandra	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
4	Sh. Chaitanya Chandra	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
5	Sh. Shitij Chandra	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
6	Sh. Akshey Chandra	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
7	Sh. Sumesh Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
8	Sh. Sunil Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
9	Sh. Sudhir Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
10	Sh. Nikhil Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
11	Sh. Chaitanya Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
12	Sh. Shitij Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India
13	Sh. Akshay Chandra HUF	Promotor Group	Chander Niwas, Behind Suresh Chander Eye Hospital Jorian, Yamuna Nagar, Haryana, 135001, India

7.1.6 The details of Directors of the Transferor Company as on date is mentioned herein below:

S. No.	Name	DIN	Designation	Address
1	Sunil Chandra	01066065	Director	Chander Niwas, Yamuna Nagar, Haryana, 135001

2	Chaitanya Chandra	06592837	Director	Chander Niwas, Yamuna Nagar, Haryana, 135001
3	Shitij Chander	02931466	Director	Chander Niwas, Yamuna Nagar, Haryana, 135001

7.1.7 The copies of standalone audited financial statements as on March 31, 2025, and standalone financial results (Provisional) as on December 31, 2025, of the Transferor Company are annexed hereto and marked as **Annexure-A4** and **Annexure-A5** respectively.

7.2 SCAN PROJCETS LIMITED ("TRANSFEREE COMPANY")

7.2.1 "**Scan Projects Limited"** (hereinafter referred to as "**SPL**" or the "**Transferee Company"**) is a public limited company (a BSE listed entity), having Corporate Identity Number (CIN) L29253HR1992PLC031576, incorporated under the Companies Act, 1956 on 20th day of February, 1992 under the name and style of 'Ambala Cements Private Limited' in the State of Haryana under the jurisdiction of Registrar of Companies, National Capital Territory of Delhi & Haryana. Further, Ambala Cements Private Limited was converted from Private Limited Company to Limited Company under the provisions of the Companies Act 1956 and a fresh certificate of incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, National Capital Territories of Delhi & Haryana on 18th day of July, 1995 and henceforth name of the Company changed due to such conversion from 'Ambala Cements Private Limited' to 'Ambala Cements Limited'. The SPL amended its objects by passing a special resolution on 04/11/2010 and consequently a fresh Certificate of Incorporation was issued by the Registrar of Companies, National Capital Territories of Delhi & Haryana on 25th day of November, 2010. Subsequently, name was changed from ''Ambala Cements Limited' to 'Scan Projects Limited' and a fresh Certificate of Incorporation consequent to change of name was issued by the Registrar of Companies, National Capital Territories of Delhi & Haryana vide its certificate of change of name dated 09th day of December, 2010. The registered office of SPL was changed from Vill. Jorian, Delhi-Road, Distt Yamuna Nagar-135001 Haryana, India, to Village: Kanjnu, Tehsil Radaur, Yamuna Nagar, Haryana, India, 135133 which was approved in Board Meeting held on 24.05.2025 and effective from 01.06.2025. The e-mail ID of the company is scanhry@scanprojects.in and the Permanent Account Number (PAN) of the Company is AABCA4208L.

7.2.2 The main objects of the 'SPL' (Transferee Company) are as follows:

- To Carry on the business of sale, purchase and manufacture/fabrication of sugar, paper, cement and chemical and other machinery and their parts and accessories and other allied products or such other business or businesses that the parties may decide from time to time.

- To manufacture, fabricate, erect, assemble, take up maintenance, provide consultancy, develop, design, assemble, export, buy, sell and otherwise deal and trade in light, medium and heavy engineering machines, industrial machines and all types of boilers , engines, mobile equipment's, steam water, oil and process pipelines, steel stake, pressure reducing station , heat exchanger, coded pressure vessels, oil and water tanks, S.S. Fabrication, alloys fabrication, food processing equipment, chemical equipment's, trailers for vehicle, electrical control system for boilers and oil burners, calorifiers, kitchen ventilation equipment and for chemical, food processing, dairy projects and structure including designing , erection, fabrication of engineering machinery, gasifiers.

- To Carry on the business of mechanical engineers, contractors, consultants and to buy , sell, repair, recondition, alter, let on hire and deal in light, medium and heavy engineering machines, industrial machines of all kind and the business of research and development of design of different disciplines of engineering and technology and also carry on the agency business of all kind of engineering goods and projects and supply know how, projects, layout, estimates, schemes for industrial and domestic enterprises and to export heavy and light machinery.

7.2.3 There has been no change in the name, registered office address or in the main objects clause of the Transferee Company since the date of approval of the Scheme.

7.2.4 The share capital of 'Scan Projects Limited' ("SPL" or "Transferee Company") as on 31st March, 2025 is as under:

SHARE CAPITAL	**AMOUNT (IN INR.)**
Authorised Capital: 60,00,000 equity shares of INR 10/- each	6,00,00,000
TOTAL	**6,00,00,000**
Issued, Subscribed and Paid-Up capital: 28,73,300 equity shares of INR 10/- each	2,87,33,000
TOTAL	**2,87,33,000**

Subsequent to 31st March 2025 and up to the date of this notice, there has been no change in the authorized, issued, subscribed, and paid-up share capital of the Transferee Company. Accordingly, the authorized, issued, subscribed, and paid-up share capital of the Transferee Company, as of the date of approval of this Scheme by the Board of Directors of the Transferee Company and till the date of dispatch of this notice, remains the same as stated above.

7.2.5 The details of Promoters & Promoter Group of the Transferee Company are as follows:

Sr. No.	Promoter/Promoter Group	Address
1	Alka Chandra	Chander Niwas Suresh Memorial Eye Hospital Jorian Jaurian (469), Yamuna Nagar Haryana 135001
2	Kavita Chandra	Near Suresh Chandra Memorial Eye Hospital, Vill-Jorian 469 Yamuna Nagar, Haryana 135001
3	Nirmal Gupta	Chander Niwas Near Suresh Chandra Memorial Eye Hospital Jorian 469 Aurangabad, Jagadhri, Yamuna Nagar-135001
4	Sudhir Chandra	Chander Niwas Near Suresh Chandra Memorial Eye Hospital Jorian (469) Yamuna Nagar, Haryana 135001
5	Sunil Chandra	Chander Niwas, Jorian Near Sh. Suresh Chandra Memorial Eye Hospital, Jorian (469) Yamuna Nagar, Haryana 135001
6	Smriti Gupta	W/O Krishan Kumar Gupta,135, Allenby Lines, Near Anand Market, Ambala Cantt, Haryana -133001
7	Vijay Lakshmi	W/O Vijay Kumar,135, Near Anand Market, Allen by Line, Ambala, Haryana-133001
8	Krishan Kumar Gupta	S/O Vijay Kumar Gupta,135, Near Railway Colony, Allenby Lines, Ambala, Haryana-133001
	Boday Corporate	
9	Chanderpur Industries Private limited	Village Kanjnu, Tehsil Radaur, Yamuna Nagar - 135133 (Haryana) India

7.1.6 The details of Directors of the Transferee Company as on date is mentioned herein below:

LIST OF DIRECTORS			
S. NO.	**Name**	**DIN**	**Address**

1	Akshay Chandra	05208884	Chander Niwas, Jorian Near Suresh Chandra Memorial Eye Hospital, Jaurian (469), Yamuna Nagar Haryana 135001
2	Prakriti Chandra	07138255	Chandra Niwas Suresh Chandra Memorial Eye Hospital Jorian Aurangabad (475) Jagadhri Yamuna Nagar Haryana 135001
3	Sunil Chandra	01066065	Chander Niwas, Jorian Near Sh. Suresh Chandra Memorial Eye Hospital, Jorian (469) Yamuna Nagar Haryana 135001
4	Amit Bhatia	09021869	House No-852 Dwarka Puri Jagadhri Yamunanagar, Jagadhri Yamuna Nagar, Haryana 135001
5	Jawahar Lal	07385438	H. No.-716 Vishnu Garden Jagadhri, Yamuna Nagar, Haryana 135001
6	Deepak Sharma	10158385	House No-419, Model Colony, Yamunanagar, Yamunanagar, Haryana 135001

7.1.7 The copies of standalone audited financial statements for the year ended March 31, 2025, and standalone limited reviewed financial results as on December 31, 2025, of the Transferee Company are annexed hereto and marked as **Annexure-A6** and **Annexure-A7** respectively

8. RELATIONSHIP SUBSISTING BETWEEN THE COMPANIES WHO ARE PARTIES TO THE SCHEME

The Transferor Company and the Transferee Company belong to the same promoter group and operate under common management, control, and shared corporate values. The proposed Scheme is an intra-group restructuring exercise designed to streamline operations, eliminate organizational redundancies, and unlock multi-dimensional business.

The restructuring will not cause any shift in the ultimate management control of the companies and is not prejudicial to the interests of the shareholders, creditors, or the general public.

9. RATIONALE FOR THE SCHEME OF ARRANGEMENT (MERGER)

The Transferor Company, is an unlisted company whereas the Transferee Company is listed on BSE Limited, both are the part of the same promoter group. The proposed Scheme would be in the best interest of the Transferor and Transferee Company and their respective shareholders, employees, creditors and other stakeholders which would help in achieving operational efficiency and streamlining the business operations. Further, this Scheme is expected, inter alia, to result in the following benefits:

9.1.1 STRATEGIC ALIGNMENT

- **Business Operations:** Both the companies operate in the same industry, allowing for a seamless integration of operations and strategic initiatives.

- **Shared Vision:** Being under the same promoter group ensures aligned long-term goals and corporate strategies.

9.1.2 ENHANCED MARKET COMPETITIVENESS

- **Increased Market Share:** The merger can consolidate market position, enhancing competitiveness against rivals.

- **Stronger Brand Recognition:** The listed company can leverage the unlisted company's strengths to improve overall brand visibility and reputation.

9.1.3 OPERATIONAL SYNERGIES

- **Cost Efficiency:** Combining resources can lead to reduced overhead costs through shared services, streamlined operations, and bulk purchasing.

- **Economies of Scale:** Increased production volumes can lower costs per unit, improving profitability.

9.1.4 FINANCIAL STRENGTH

- **Access to Capital:** The merged entity can benefit from enhanced access to financial markets for raising capital, benefiting from the listed company's stronger financial standing.

- **Valuation Upside:** The unlisted company's strong performance can positively influence the listed company's market valuation.

9.1.5 GROWTH OPPORTUNITIES

- **Product and Service Expansion:** The merger can allow the combined entity to diversify its product offerings, catering to a broader customer base.

- **Geographical Reach:** If the unlisted company operates in new regions, it can facilitate expansion for the listed company.

9.1.6 REGULATORY AND COMPLIANCE BENEFITS

- **Simplified Compliance:** Merging reduces the regulatory burden and compliance costs associated with maintaining two separate entities.

- **Tax Efficiency:** Potential tax benefits from the merger can improve overall financial performance.

9.1.7 TALENT POOLING AND MANAGEMENT STRENGTHENING

- **Consolidation of Expertise:** Merging allows for the integration of skilled personnel from both companies, enhancing the overall talent pool.

- **Leadership Synergies:** The combined management team can bring diverse perspectives and experience, driving innovation and growth.

9.1.8 STAKEHOLDERS VALUE CREATION

- **Shareholder Benefits:** By merging, shareholders may see improved stock performance and dividends due to enhanced operational efficiencies and profitability.

- **Customer Value:** A stronger combined entity can provide better services and products, benefiting customers.

9.1.9 JUSTIFICATION FOR SCHEME OF ARRANGEMNET (MERGER)

- The proposed merger of Chanderpur Industries Pvt. Ltd. ("Transferor Company") with Scan Projects Limited ("Transferee Company") presents a strategic alignment that will significantly enhance the operational capabilities and growth prospects of the Transferee Company. Chanderpur Industries Private Limited, with its state-of-the-art facility and advanced manufacturing capabilities, has established a strong track record in producing high-quality equipment for critical sectors such as Oil & Gas Refineries, Petrochemicals, Defence, and nuclear industries. The Transferor Company's modern workshop, specializing in gear manufacturing, precise machining, and heavy equipment production, is equipped with cutting-edge technologies like CNC horizontal borers, vertical turning lathes, and high-capacity bending machines, ensuring top-tier quality and precision in every project. The addition of a newly expanded facility capable of handling 200 tons further strengthens its production capacity. By merging with Chanderpur Industries Private Limited, Scan Projects Limited, a listed entity, will gain access to these advanced manufacturing resources, significantly improving its product offerings, operational efficiency, and market competitiveness. This merger will not only allow Transferee Company to leverage Transferor Company’s high-quality production capabilities but also enhance its ability to serve a broader range of industries, while further strengthening investor confidence and creating long-term shareholder value.

- Transferor Company has a production line, which manufactures good quality of products and has a skilled, competent and experienced labour force which are required for manufacturing such products. Transferee Company will reap long-term benefits by absorbing such production line and skilled labour force including safeguarding the intellectual property and designs of certain products which are proposed to be launched in markets with its unique fit, finish and features, which can distinguish its products from competitors.

- Consolidation of Transferor and Transferee Company will help in achieving a leaner and simplified corporate organization structure, rationalize the number of entities and result in a single entity with combined businesses. It will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, will also enable optimal utilization of existing resources which are in excess of the current business requirement of the Transferor Company and provide increase in financial stability and an opportunity to fully leverage assets, capacities, experience and infrastructure of Transferor and Transferee Company.

- The merger will result in quicker decision making by reduction in managerial overlaps involved in operating multiple entitles, enable cost savings and effective utilization of valuable resources which will enhance the management focus thereby leading to increase in operational and management efficiency, integrate business functions; eliminate duplication and rationalization of administrative expenses. The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.

- Synchronization of effort to achieve uniform corporate policy, greater integration and greater financial strength and flexibility for the Transferee Company.

- Upon completion of the Merger, Transferor Company will be dissolved. Consequently, there would be lesser regulatory and legal compliance obligations including accounting, reporting requirement, tax filings, company law compliances etc. and therefore reduction in administrative costs.

9.1.10 COST BENEFIT ANALYSIS OF THE SCHEME

The Scheme would lead to incurring of some costs towards its implementation, however, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Transferee Company and lead to operational efficiency and cost savings through rationalization / consolidation of support functions and business processes.

The scheme does not affect the rights of Transferor Company and the Transferee Company. There will not be any reduction in amount payable to creditors of Transferor Company as well as the Transferee Company post sanction of scheme.

10. THE KEY TERMS/SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT (MERGER)

- ***Para 2.4*** provides that "***Appointed Date***" means April 01, 2026 or such other date as may be fixed by the National Company Law Tribunal, or by such other authority having jurisdiction under law;

- ***Para 2.9*** provides that "***Effective Date***" means the date or last of the dates on which the certified/authenticated copy of the order of the Hon'ble NCLT sanctioning this Scheme is filed with the Registrar of Companies, NCT of Delhi and Haryana (which, with effect from 16 February 2026, falls under the jurisdiction of the Registrar of Companies, Haryana, and therefore any reference thereto shall be construed accordingly) by the Transferor Company and the Transferee Company. Any reference in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" or "upon the Scheme coming into effect" or "Scheme becomes effective" or "the Merger has become effective" than be construed accordingly;

- ***Para 7*** provides that upon the scheme becoming effective, and with effect from the Appointed Date, and subject to the provisions of the Scheme, the entire Undertakings of the Transferor Company shall, pursuant to the sanction of this Scheme by the Hon'ble NCLT and in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, if any, along with the rules made thereunder (including any statutory modifications, amendments, or re-enactments thereof), be transferred to and vested in the Transferee Company. ***This transfer shall occur without any further act, instrument, deed, matter, or thing, thereby making the Undertakings of the Transferor Company the Undertakings of the Transferee Company by virtue of and in the manner provided in the Scheme.*** In addition, upon the approval of the Scheme of Merger by the Hon'ble NCLT and upon the approval of Form INC-28 filed with respective Registrar of Companies ("Effective date"), the name of the Transferee Company will automatically change from "Scan Projects Limited" to "Chanderpur Industries Limited." This change reflects the strategic alignment with the Transferor Company's established brand identity and market presence.

- ***Para 11*** provides that the ***Transferee Company will take over all the staff, workmen (including working Directors) in the service of the Transferor Company immediately preceding Effective Date, and that they shall become the staff, workmen and employees, of the Transferee Company on the basis that their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer***. The terms and conditions of service applicable to such staff, workmen or employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately preceding the transfer. As far as Provident Fund, Gratuity Fund or any other Special Fund or schemes existing for the benefit of the employees, if any, of the Transferor Company is concerned, upon the Scheme becoming effective, the Transferee Company shall be substituted for the Transferor Company for all purposes whatsoever related to the administration / operation of such Funds or schemes or in relation to the obligation to make contribution to the said Funds or schemes in accordance with provisions of such Funds or Schemes or according to the terms provided in the respective Trust Deeds or other documents. All the rights, duties, powers and obligations of the Transferor Company in relation to such Funds or Schemes shall become those of the Transferee Company and the services of the employees will be treated as being continuous for the purpose of the aforesaid Funds or Schemes.

- ***Para 12*** provides that if any suit, appeal or proceedings of whatsoever nature (hereinafter referred to as "the said proceedings") by or against any of the Transferor Company be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or by anything in this Scheme, but the said proceedings may be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued and enforced, as the case may be by or against the Transferor Company had this Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in relation to any business or matter relating to the Transferor Company.

- ***Para 18.1*** provides that all taxes paid or payable by the Transferor Company in respect of the operations and / or profits of the business before the Appointed Date and from the appointed date till the effective date, shall be on account of the Transferor Company and in so far as it relates to the tax payment by the Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.

- ***Para 18.2*** provides that Any ***refund*** under Income Tax Act, 1961 or other applicable laws or regulations dealing with taxes allocable or related to the business of the Transferor company and due to the Transferor company consequent to the assessment made on the Transferor company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

- ***Para 18.3*** provides that all ***taxes benefits*** of any nature, duties, cesses or any other like payments or deductions available to Transferor company under Income Tax, Sales Tax, Value Added Tax, Service Tax, Goods and Service Tax etc. or any Tax deduction/Collections at Source, MAT Credit, tax credits, benefits of CENVAT credits, benefits of input credits relating to the period after the Appointed Date up to the Effective Date shall be deemed to have been on account of or paid by the Transferee Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Transferee company upon the passing of the orders on this Scheme by the Hon'ble NCLT upon relevant proof and documents being provided to the said authorities.

- ***Para 14.1 (A)*** provides merger ***consideration*** in equity as ***each shareholder of the Transferor Company shall receive three (3) equity shares of the Transferee Company for every one (1) equity shares held in the Transferor Company (the "Share Exchange Ratio") as of the Record Date.*** Consideration for amalgamation shall be recorded at fair value. Equity Share Capital Account shall be credited with the aggregate face value of the New Equity Shares issued by it to the members of Transferor Company.

- ***Para 16 provides*** that upon the Scheme being finally effective, the ***Authorised Capital*** of the Transferor Company will get merged with that of the Transferee Company without payment of additional fees and duties as the said fees have already been paid and the Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment. All the shares held by the Transferee Company in the share capital of the Transferor Company as on the effective date shall stand cancelled, without any further act or deed. The authorised share capital of the Transferee Company shall be INR 12,00,00,000 (Rupees Twelve Crore only) comprising of 1,20,00,000 equity shares of INR 10 (Rupee Ten) each without any further act, deed, resolution or writing.

  ## The extract of the key terms/salient features set out above is only a summary or key points of the Scheme and contains such particulars as are statutorily required to be included in this Explanatory Statement. The Members are requested to read the entire text of the Scheme of Amalgamation (annexed herewith) in order to fully acquaint themselves with the provisions thereof and the rationale and objectives of the proposed Scheme of Amalgamation.

11. CORPORATE APPROVALS

- **BOARD APPROVALS BY TRANSFEROR COMPANY ("CIPL") & CONSENT OF SHAREHOLDERS & CREDITORS:**

  The Scheme was placed before the Board at its meeting held on September 18, 2025. None of the Directors was absent from the said meeting and all the Directors of the Transferor Company, namely, Mr. Sunil Chandra (DIN: 01066065), Mr. Shitij Chandra (DIN:02931466) and Mr. Chaitnaya Chandra (DIN:06592837), participated in the meeting and unanimously voted in favour of the Scheme.

The shareholders and creditors, including secured and unsecured creditors, have given their consent to the Scheme of Arrangement (Merger) by way of affidavits approving the Scheme.

- **BOARD APPROVALS BY TRANSFEREE COMPANY ("SPL") & CONSENT OF CREDITORS:**

The Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferee Company at their respective meeting held on September 18, 2025. The Audit Committee and Committee of Independent Directors, recommended the Scheme, to the Board of Directors of the Transferor Company.

The Scheme was duly placed before the Board of Directors of the Transferee Company. The Board, while considering the Scheme, took note of and relied upon the recommendations of the Audit Committee and the Committee of Independent Directors. After detailed deliberations on the objectives, commercial rationale, and overall benefits of the proposed Scheme, and having satisfied itself that the Scheme was fair, equitable, and not prejudicial to the interests of the Company, its shareholders, creditors, or any other stakeholders, the Board of Directors, namely Mr. Sunil Chandra (DIN:01066065), Mr. Akshay Chandra (DIN:05208884), Ms. Prakriti Chandra (DIN:07138255), Mr. Amit Bhatia (DIN:09021869), Mr. Jawahar Lal (DIN:07385438) and Mr. Deepak Sharma(DIN:0158385), unanimously approved and voted in favour of the Scheme. The Board further recorded its opinion that the Scheme would be in the best interests of the Company and all its stakeholders. None of the Directors was absence in the Meeting.

The secured and unsecured creditors of the Transferee Company have, after being apprised of the salient features and implications of the proposed Scheme of Arrangement (Merger), provided their written consent by way of duly sworn affidavits approving the Scheme.

12. DISCLOSURE ABOUT THE EFFECT OF THE SCHEME ON THE MATERIAL INTERESTS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND DEBENTURE TRUSTEE.

Pursuant to the Scheme, the Transferor Company will be dissolved without winding up; therefore, the existing KMPs of the Transferor Company will cease to hold their positions. Besides, the Scheme of Amalgamation is not expected to have any adverse effect on the material interests of the Directors and Key Managerial Personnel of the Transferor and Transferee Companies, except to the extent of their shareholding, if any, in their capacity as shareholders. The Scheme involves common promoter holding in both the Companies, and pursuant to the Scheme, the shareholders of the Transferor Company, including the promoters, shall be allotted shares of the Transferee Company in accordance with the approved share exchange ratio. The interest of the promoters shall remain only in their capacity as shareholders. There is no change in remuneration, employment terms, or other material interests of Directors or Key Managerial Personnel. Further, there are no debenture holders or debenture trustee, and hence no impact arises in that regard.

13. DISCLOSURE ABOUT THE EFFECT OF THE SCHEME ON:

a) key managerial personnel; (b) Directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:

Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and, accordingly, the existing Key Managerial Personnel (KMPs) of the Transferor Company shall cease to hold their positions. Save as aforesaid, the Scheme of Arrangement does not adversely affect the Key Managerial Personnel, Directors, Promoters, Creditors, or Employees of the Participating Companies (Transferor & Transferee Company). Any impact, if applicable, has been duly provided for and disclosed in the respective provisions of the Scheme of Arrangement (merger) attached hereto.

Participating Companies does not have any depositors, debenture holders or deposit trustee and debenture trustee.

14. DETAILS OF APPROVALS, SANCTIONS OR NO-OBJECTION(S), IF ANY, FROM REGULATORY OR ANY OTHER GOVERNMENTAL AUTHORITIES REQUIRED, RECEIVED OR PENDING FOR THE PROPOSED SCHEME:

14.1 NCLT FINAL ORDER ON THE FIRST MOTION APPLICATION:

The Transferor Company and the Transferee Company filed a First Motion Application before the ***Hon'ble National Company Law Tribunal, Chandigarh*** Bench, seeking dispensation of the meetings of the shareholders and creditors of the Transferor Company and the creditors of the Transferee Company, as the requisite consents had been obtained on dt. 21.05.2026. However, considering that the Transferee Company is a listed company and involves public interest, a request was made for convening the meeting of its shareholders. Accordingly, the Hon'ble NCLT, Chandigarh Bench, vide its ***Order dated May 21, 2026***, directed that notices for the meeting be issued in accordance with the directions of the Chairperson appointed for the meeting.

14.2 NO-OBJECTION OF THE STOCK EXCHANGES:

BSE Limited issued its Observation Letter dated January 6, 2026 (after obtaining concurrence of SEBI) conveying its observations/no-objection in relation to the proposed Scheme. Copy of BSE observation letter dated January 6, 2026 is available as **<u>Annexure-A8</u>** to this notice. Further documents and information, as advised by Stock Exchanges, are also provided as under:

a) ***The Entity is advised that the information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed which is sent to the shareholders for seeking approval.***

In terms of SEBI Master Circular, the applicable information of the Transferor Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, is annexed hereto and marked as **Annexure-A9.**

b) ***Need for the merger, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.***

The need and rationale of the scheme, synergies of business of the companies involved in the scheme and cost benefit analysis of the scheme have been set out in Paragraph 9 *of the explanatory statement. In addition,* the details in relation to the impact of the Scheme on the shareholders are set out in attached Board Report with this notice as *Annexure-A3(Colly)*.

c) ***Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods, and basis for arriving at the share swap ratio.***

The summary of the Valuation Report obtained by the Transferor Company and Transferee Company along with the Fairness Opinion report, including the basis for arriving at the Share Exchange Ratios, is set out in *provided in Paragraph 18 of the explanatory statement and in the attached valuation report*.

d) ***Pre and Post scheme shareholding of transferor and transferee companies as on the date of notice of shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.***

The pre- and post-Scheme shareholding patterns of Transferor Company and Transferee Company as on 12.06.2026 (date of notice) are annexed hereto and marked as **Annexure-A10** and **Annexure-A11** respectively.

Further, there has been no change in the promoter shareholding of the participating companies ***between the filing of the Draft Scheme and the issuance of***

e) Capital built-up of transferor and transferee companies since incorporation and last 3 years.

The details of the capital structure and capital built-up of the Transferor Company and the Transferee Company from the date of their incorporation up to the present date, including details for the preceding three financial years, is annexed to this Notice as **Annexure-A12 (Colly)**.

f) Details of Revenue, PAT and EBITDA of Transferor and Transferee Company for last 3 years.

The details of Revenue, Profit After Tax (PAT) and EBITDA of the Transferor Company and the Transferee Company are annexed hereto as **Annexure-A13 (Colly)** to this Notice and shall be deemed to form an integral part of this Notice and be read together herewith.

g) Value of Assets and liabilities of transferor company that are being transferred to Transferee Company and post-merger balance sheet of Transferee Company.

The details of the value of assets and liabilities of the Transferor Company proposed to be transferred pursuant to the Scheme, together with the post-merger balance sheet of the Transferee Company, are annexed hereto as **Annexure-A14** to this Notice and shall be read as part and parcel of this Notice.

h) Details of potential benefits and risks associated with the amalgamation.

The benefits of the Scheme of Merger have been set out above in the notice and in detail in the Scheme itself, which include operational synergies, improved efficiency, and enhanced value creation for stakeholders. However, like any corporate restructuring, the Scheme may involve certain inherent risks, including integration challenges, transitional operational adjustments, and short-term disruptions in business processes during the implementation phase. There may also be risks relating to alignment of systems, processes, and human resources of the merging entities. The management believes that such risks are minimal in nature and can be effectively managed through proper planning and execution. The long-term benefits of the Scheme are expected to significantly outweigh the aforesaid risks.

i) Financial implication of the amalgamation on Promoters, Public Shareholders and the companies involved in the scheme along with future growth prospects of transferee company pursuant to merger.

The Scheme of Merger is expected to have positive financial implications for the Transferor and Transferee Companies by resulting in consolidation of business operations, improved financial strength, and enhanced operational efficiencies. The promoters, being shareholders in both the Transferor and Transferee Companies, will continue to hold equity in the Transferee Company pursuant to allotment of shares in accordance with the share exchange ratio under the Scheme, and their economic interest will be aligned with the growth of the merged entity. Public shareholders are expected to benefit from improved scale of operations, better profitability prospects, and enhanced value creation in the long term. The merger is not expected to have any adverse financial impact on the Companies and is instead anticipated to strengthen the overall financial position of the Transferee Company. Post-merger, the Transferee Company is expected to benefit from increased business opportunities, operational synergies, and a stronger market position, thereby supporting its future growth and expansion prospects.

j) ***Disclose all pending actions against the entities involved in the scheme, its promoters/directors/KMPs.***

There are no pending actions against the entities involved in the Scheme, their promoters, directors, or Key Managerial Personnel (KMPs). Accordingly, there is no adverse impact on the Transferee Company or its shareholders.

k) ***The Entities shall ensure that applicable additional information, if any to be submitted to SEBI along with the draft Scheme of arrangement as advised by email dated January 6th, 2026, shall form part of disclosures to shareholders.***

The additional documents submitted with BSE, as per BSE Checklist, along with the application filed under Regulation 37 and Regulation 59A of the SEBI Listing Regulations for obtaining the Observation Letter, are enclosed herewith as **Annexure-A15**.

15. DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY

The Scheme does not contemplate any debt restructuring nor are any of the Scheme Entities undergoing any debt restructuring. The manner in which capital of the Scheme Entities would be restructured has been discussed above.

16. NO INVESTIGATION PROCEEDINGS

There are no proceedings pending under Sections 210 to 227 of the Companies Act, 2013 against the Transferor Company and Transferee Company.

17. PENDING INVESTIGATIONS OR PROCEEDINGS, IF ANY

There are no ongoing adjudication or recovery proceedings, prosecutions, or any other enforcement actions initiated against the Transferor Company, the Transferee Company, or their respective promoters, directors, and key managerial personnel (KMPs), as applicable. The Transferor Company and the Transferee Company have confirmed the same before the Hon'ble Tribunal at the time of filing of the First Motion Petition. The absence of any such proceedings further confirms that the Scheme is not adversely impacted in any manner.

18. VALUATION REPORT AND FAIRNESS OPINION

18.1 Mr. Suman Kumar Verma, an Independent Registered Valuer (Securities or Financial Assets), bearing Registration No. IBBI/RV/05/2019/12376 vide its joint valuation report dated September 18, 2025 (hereinafter referred to as 'Joint Valuation Report') recommended to the Board of Directors of Participating Companies, the share exchange ratio in which each shareholder of the Transferor Company shall receive three (3) equity shares of the Transferee Company for every one (1) equity shares held in the Transferor Company (the "Share Exchange Ratio") as of the Record Date. The methods considered for determining the Share Exchange Ratio and the rationale for adopting such methods are explained in detail in the Joint Valuation Report. A copy of the Joint Valuation Report issued by the Mr. Suman Kumar Verma is available as **Annexure-A16** to this notice.

18.2 The Master Capital Services Limited, a SEBI-registered Category-I Merchant Banker bearing Registration No. INM000000107, provided its opinion on the Share Exchange Ratio contained in the Valuation Report ("Fairness Opinion") dated September 18, 2025. A copy of the Joint Fairness Opinion available as **Annexure-A17** to this notice.

19. CERTIFICATE BY THE STATUTORY AUDITORS OF THE APPLICANT COMPANIES CERTIFYING THE ACCOUNTING TREATMENT PROPOSED IN THE SCHEME

The present Scheme of Arrangement is in conformity with the applicable Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules made thereunder. Certificates issued by the Chartered Accountants, being the respective statutory auditors of the Applicant Companies, certifying that the present Scheme is in conformity with the applicable Accounting Standards, are annexed herewith and marked as **Annexure-A18**.

20. AMOUNT DUE TO UNSECURED CREDITORS

- Amount due to Unsecured Creditors of Transferor Company as on 15.02.2026 is Rs. 17,12,47,150.44/-.

- Amount due to Unsecured Creditors of Transferee Company as on 15.02.2026 is Rs. 1,40,86,842.10/-.

22. BENEFITS OF THE COMPROMISE OR ARRANGEMENT AS PERCEIVED BY THE BOARD OF DIRECTORS TO THE COMPANY, MEMBERS, CREDITORS AND OTHERS

- **To the Companies (Transferor and Transferee Company):** The Scheme will result in consolidation and integration of business operations, leading to improved operational efficiency, administrative convenience, and optimal utilisation of resources. It will enable focused management, eliminate duplication of efforts, and create a more streamlined and efficient corporate structure, thereby enhancing overall business performance and long-term growth prospects.

- **To the Members:** The Scheme is expected to create enhanced value for the shareholders of both the companies through improved scale of operations, better financial strength, and synergistic benefits arising from this merger. The combined entity is expected to be better positioned for future expansion and value creation.

- **To the Creditors:** The Scheme is not prejudicial to the interests of the creditors of either company. The rights of the creditors will remain protected and unaffected. The Scheme is expected to improve the overall financial and operational strength of the combined entity, thereby enhancing its ability to meet its obligations in the ordinary course of business.

- **To Others:** The Scheme is expected to benefit other stakeholders, including employees, customers, suppliers, and business associates, through improved efficiency, stronger financial position, and better service delivery resulting from the consolidation of operations.

23. FILING OF SCHEME WITH REGISTRAR OF COMPANIES

The companies undertake that jurisdictional Registrar of Companies has been intimated by filing e-forms.

24. INSPECTION OF DOCUMENTS

In addition to the documents annexed hereto, the electronic copy of following documents will be available for inspection by sending an email to the Transferee Company at scanhry@scanprojects.in.

- Certified copy of the Tribunal Order;
- Standalone audited financial statements for the year ended March 31, 2025 and Standalone financial results (Provisional) as on December 31, 2025 of the Transferor Company;
- Standalone audited financial statements for the year ended March 31, 2025 and Standalone limited reviewed financial results as on December 31, 2025 of the Transferee Company. In addition, standalone audited financial statements for the year ended March 31, 2026 are also available for inspection;
- Memorandum and Articles of Association of the Transferor Company and Transferee Company;
- Copy of the Scheme;
- Copy of Joint Valuation Report & Fairness Opinion Report; and
- Certificate of the Statutory Auditors of the Transferor Company and Transferee Company confirming that the accounting treatment prescribed under the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act.

Based on the above and considering the rationale of the Scheme, the Board of Directors of the Transferee Company recommend the Scheme for approval of the equity shareholders.

The Directors and KMPs, as applicable, of the Transferor Company and of the Transferee Company, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders in general, if any.

Kannopriya Gupta

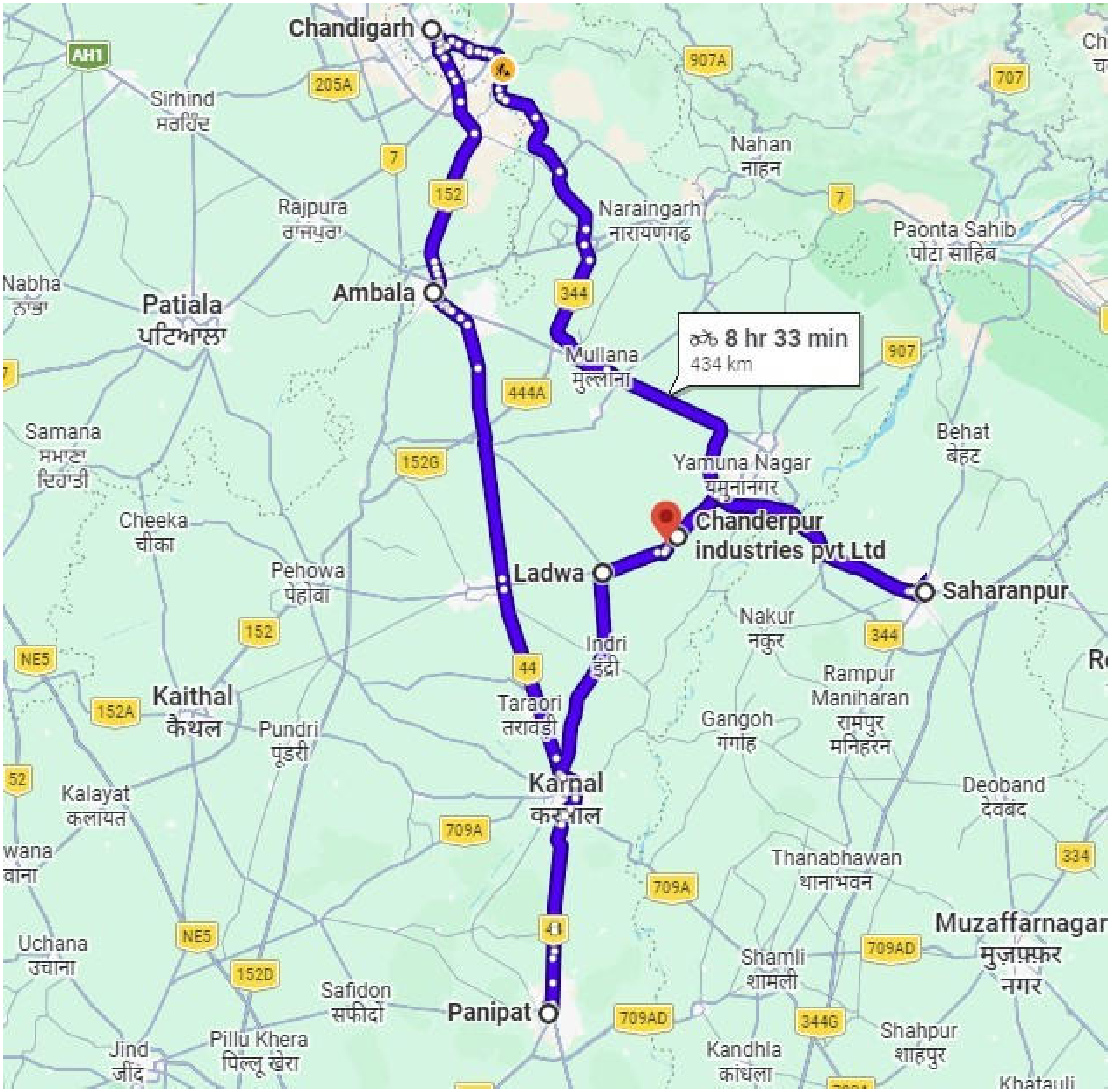
Kannopriya Gupta

Chairman Appointed for the Meeting
by order of Hon'ble Tribunal dated 21.05.2026

Scan Projects Limited
CIN: **L29253HR1992PLC031576**
Village Kanjnu, Tehsil Radaur,
Yamuna Nagar, Jagadhri, Haryana, India, 135133

Place: Yamuna Nagar
Date: 12.06.2026

Route-Map for Sharehoders



ATTENDANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at Kanjnu, Radaur Road, Distt. Yamuna Nagar-135133 (Haryana), at 11:30 AM on Saturday, the 18th July, 2026.

.. **....................**

Full name of the Shareholder **Signature**

(in block capitals)

Folio No. ..../DP ID No.*... & Client ID No.* .... * Applicable for members holding shares in electronic form.

.. **....................**

Full name of Proxy **Signature**

(in block capitals)

NOTE: *Please complete the Attendance Slip and hand it over at the Attendance verification Counter at the Entrance of the meeting Venue.*

FORM NO. MGT 11
PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Scan Projects Limited
CIN: L29253HR1992PLC031576
Registered Office: Village Kanjnu, Tehsil Radaur,
Yamuna Nagar, Jagadhri, Haryana, India, 135133

Name of the member(s): **Registered address:** **E-mail id:** **Folio No./Client Id*:** **DP ID*:** **No. of Shares:**

*** Applicable for members holding shares in electronic form.**

I/We.. residing at..,
being a Member/Members of the above-named Company, hereby appoint:

1. Name: ……………………………………………………..
Address: …………………………………………………..
Email ID: ………………………………………… ………
Signature: ……………………………………………….., or failing him

2. Name: ……………………………………………………..
Address: …………………………………………………..
Email ID: ………………………………………… ………
Signature: …………………………………………………..

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General meeting of the Company, to be held on Saturday, the 18th July, 2026 at 11:30 AM and at any adjournment thereof in respect of the resolution indicated below.

*"**RESOLVED** that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including amendments thereof), read with observation letter(s) issued by BSE Limited dated January 06, 2026 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central*

Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Chandigarh Bench (hereinafter also referred to as "NCLT" or "the Tribunal") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company ("Board"), the Scheme of Arrangement (Merger) between ***Chanderpur Industries Private Limited*** *("Transferor Company") with and into* ***Scan Projects Limited*** *("Transferee Company") and their Respective Shareholders and Creditors ('****Scheme****' or '****the Scheme'****) as placed before the members of the Transferee Company (Equity Shareholders of the Transferee Company), be and is hereby approved.*

RESOLVED FURTHER THAT *the Board, be and is hereby authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chandigarh Bench, while sanctioning the said Scheme of Amalgamation.*

RESOLVED FURTHER THAT *the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Equity Shareholders of the Company."*

Signed this .... day of .... 2026.

Signature of the Shareholder: ………………………………

Signature of the Proxy: …………………………………………

Affix Revenue Stamp

This form is to be used in favour of /against the resolution. Unless otherwise instructed, the proxy will act as he thinks fit.

#*Strike out whichever is not desired.*

<u>Notes:</u>

(i) *The proxy must be returned so as to reach the Registered Office of the Company at Village Kanjnu, Tehsil Radaur, Yamuna Nagar, Jagadhri, Haryana, India, 135133, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.*

(ii) *Those members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy*