

SCANDENT IMAGING LIMITED

CIN:L93000MH1994PLC080842

Regd Address:503,5th Floor ,Churchgate Chambers, New Marine Lines, Mumbai-400020 Tel No.02223516221

Email:csscandent@gmail.com;scandentimaging@gmail.comWeb:www.scandent.in

POSTAL BALLOT NOTICE

NOTICE FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule 2014)

Dear Member(s),

Notice is hereby given pursuant to provision of Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re –enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to other applicable laws, rules and regulations, if any, that the resolutions appended here with are proposed to be passed as Special Resolution by means of Postal Ballot which includes voting by electronic means.

The Company is desirous of seeking your consent for such proposal as are contained in the resolution appended below. The said draft Resolution(s) and the explanatory statement are being sent to you along with the Postal Ballot Form for your consideration. The Board of Directors of your Company has appointed M/s. M Siroya & Co. Practicing Company Secretary, Mumbai as scrutinizer for conducting the Postal Ballot process and electronic voting process thereto in accordance with the provisions of act and rules framed thereunder in a fair and transparent manner.

The members are requested to read the instruction printed on the postal ballot form carefully and return the duly completed Postal Ballot form in the attached self-addressed postage pre-paid envelop, so as to reach the scrutinizer on or before 5.00 p.m on Monday, 18th December 2017 The postage will be borne and paid by the Company.

E-Voting facility:

In compliance with the Regulation 44(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and provision of Section 110 of act read with the Rule 20 and 22 of the rules, Company is pleased to provide remote E-voting facility to its shareholders, as an alternate, enabling them to cast their votes electronically, instead of voting through physical ballot form. Remote E-voting is optional. Please read the instructions for remote E-voting mentioned overleaf. Other relevant information for remote E-voting is given in notes to notice. For more instruction on remote E-voting mechanism, click on below given link: www.evotingindia.com

The scrutinizers will submit his report to the Chairman or in his absence to any other Director authorized by him, upon completion of scrutiny of the postal ballot forms and votes cast through E-voting mechanism. The results on the resolution proposed to be passed through postal ballot will be announced by Chairman or by one of the Director authorized by Chairman on Wednesday, 20th December, 2017 and will be placed on the Company's Website www.scandent.in .The result will be communicated to the stock Exchanges on which the shares of the Company are listed. The result will also be announced through newspaper advertisement as required to be published under the rules. The date of declaration of result of postal ballot shall be deemed to be date of General Meeting and the date of passing the proposed resolution.

SPECIAL BUSINESS:

1. APPROVAL FOR SHIFTING OF REGISTERED OFFICE OUT SIDE THE LOCAL LIMIT OF THE CITY

To consider and, if thought fit, to give your assent or dissent to the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 12 and any other applicable provisions of the Companies Act, 2013 and read with applicable rules of Companies (Incorporation) Rules, 2014, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from its present location at **“503, 5th Floor, Churchgate Chambers, New Marine Lines, Mumbai- 400020 Maharashtra ”** To **“Plot No. A 357, Road No. 26, Wagle Industrial Estate, MIDC, Thane(W) - 400604, Maharashtra”**, which is outside the local limits of city but within the jurisdiction of same Registrar of Companies (“ROC”) with effect from 1st January 2018.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

**For and on behalf of the Board of Directors
SCANDENT IMAGING LIMITED**

**Gautam Deshpande
Managing Director
DIN No. 00975368**

**Place: Mumbai
Date:14/11/2017**

NOTES

1. E-Voting period shall commence on Sunday 19th November 2017 at 9.00 a.m and shall end on Monday, 18th December 2017 at 5.00 p.m during this period members of the company holding share either in physical form or in dematerialised form as on the relevant date (record date) of 17th November 2017, may cast their vote electronically. The company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically (the "Remote e-voting") instead of dispatching Postal Ballot Form. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter i.e 18th December 2017. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
2. The explanatory statement pursuant to section 102(1) of the Companies Act 2013 read with Rule 22 of Company (Management and Administration) Rules 2014 in respect of item no. 1 is attached herewith.
3. The Postal Ballot notice is being sent to all the existing shareholders, whose names appeared in the Register of Member or of Depositories as on 17th November 2017 being cut off date, through E-Mail to those who have registered their Email ID and to other members by the permitted mode of dispatch along with a postage pre-paid self addressed Business Reply Envelope.
4. The members whose names appeared in the register of members as on 17th November 2017 will be considered for the purpose of voting. A person who is not member as on record date should treat this notice for information purpose only.
5. Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same have been passed at the General Meeting of the Members.
6. Shareholders have option either to vote through Remote E-Voting process or through the Postal Ballot Form. Shareholders who have received the Postal ballot notice through E-mail and who wish to vote through physical Postal Ballot form may download the postal ballot form from the website of the Company www.scandent.in.
7. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting .In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
8. If the members are voting through Postal Ballot Form in Physical mode, Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed along with assent (FOR) or dissent (AGAINST), in the attached postage pre-paid self- addressed business reply envelope (BRE) so as to reach the Scrutinizer on or before 5.00 P.M. on 18th December 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or delivered by the Member in person at his expense at the address as mentioned in the BRE will also be accepted. Assent / Dissent received after 5:00 P.M. on 18th December 2017 would be strictly treated as if reply from the Member(s) has not been received.
9. The results of the Postal Ballot will be announced on Wednesday 20th December 2017. The results will be informed to the Stock Exchanges and will be posted on the Company's website www.scandent.in. The results of Postal Ballot will also be announced through Newspaper advertisement.
10. Where an authorized representative of body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Unsigned Postal Ballot Form will be rejected.
11. The Scrutinizers' decision on the validity of the Postal Ballot will be final.
12. Members are requested to update the contact details, if there have been any change in the details. In absence of non-availability of member's latest address whether in demat records or company's records, they are likely to miss notices and other valuable communication sent by the Company.
13. The members are requested to Intimate to the Company's Registrars and Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt Ltd, Unit no. 9, Shiv Shakti Ind. Estt., J .R. Borichamarg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai-400011 and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondences;
14. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 17th November, 2017.
15. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of www.evotingindia.com
16. In case any member has queries / grievances / issue relating to postal ballot, members are requested to write an email to csscandent@gmail.com or may write to the company secretary, Scandent Imaging limited "503,5th Floor,Churchgate Chambers, New Marine Lines, Mumbai- 400020 Maharashtra. In case of any grievances, connected with facility for voting by electronics means, write an email to helpdesk.evoting@cdslindia.com.

17. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e –voting facility to all the members of the company. The company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically (the “Remote e-voting”) instead of dispatching Postal Ballot Form. Please note that e-voting is optional.

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <SCANDENT IMAGING LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

18. The Scrutinizer shall on or before 20th December 2017, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
19. The Results shall be declared along with the Scrutinizers’ Report by placing it on the Company’s website “www.scandent.in” and on the website of CDSL within 48 hours of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchange wherein the Company’s shares are listed.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1:

As per provisions of Section 12(5) of the Companies Act, 2013 ("Act") and Section 110 of the Act read with Rule 22 of Chapter VII relating to procedure to be followed for conducting business through postal Ballot, shifting of Registered Office of a company outside the local limit of any city or town require approval of the member by way of a special Resolution to be passed through Postal Ballot process.

The Registered Office of the Company presently situated at Mumbai and with a view to improve the operational efficiency, the Board of Directors considered and approved, subject to approval of the members, the proposal for shifting of registered office from Mumbai District to Thane District within Maharashtra. The proposed location is outside the local limit of Mumbai city and therefore requires approval of the members by way of a Special Resolution If approved by the members, the registered office will be moved to "**Plot No. A 357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604 Maharashtra**" with effect from 1st January, 2018.

The Board of Directors recommends the resolution set forth in Item No. 1 for the approval of members as a Special Resolution by way of postal ballot.

None of the Directors / Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

**For and on behalf of the Board of Directors
SCANDENT IMAGING LIMITED**

**Gautam Deshpande
Managing Director
DIN No. 00975368**

**Place: Mumbai
Date:14/11/2017**