

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SCANDENT IMAGING LIMITED CIN: L93000MH1994PLC080842 WILL BE HELD ON FRIDAY, 20TH SEPTEMBER, 2019 AT 12.00 NOON AT BRAHMAN SEVA SANGHA, 19, BRAHMAN SOCIETY, OPPOSITE, LATE DIVAKAR GANESH GANGAL RD, NAUPADA, THANE WEST - 400602 MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with Report of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2019.
2. To appoint a Director in place of Dr. Gautam Deshpande (DIN 00975368), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Dr. Rajnish Kumar Pandey (DIN: 01096119) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Rajnish Kumar Pandey (DIN 01096119) whose current period of office is expiring on conclusion of Annual General Meeting to be held in 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. ensuing Annual General Meeting 2019 upto the Annual General Meeting of the Company to be held in the year 2024.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

4. **Re-appointment of Dr. Sowmya Deshpande (DIN: 00705918) as the Whole-time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:

To re-appoint Dr. Sowmya Deshpande as a Whole-time Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Dr. Sowmya Deshpande (DIN: 00705918) as a Whole-time Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from June 17th, 2020 till June 16th, 2025 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Dr. Mohan Shankaranarayan Vaidyanathan (DIN: 06640359) as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

“RESOLVED THAT Dr. Mohan Shankaranarayan Vaidyanathan (DIN: 06640359), who was appointed as an Additional Non Executive Non Independent Director with effect from May 29, 2019 in terms of Section 161 of the Companies Act, 2013 and Articles of Association and holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation as per recommendation of Nomination and Remuneration Committee.”

For and on behalf of the Board of Directors

Scandent Imaging Limited

Regd Off:

**A-357, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West), Thane- 400604
CIN: L93000MH1994PLC080842
Email: cs@scandent.in
Website: www.scandent.in
Tele Ph:022-25833205**

**Gautam Deshpande
Managing Director
DIN: 00975368**

**Date: 13th August 2019
Place: Thane**

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY 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 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the resolution passed by the Board of Directors authorizing their representatives to attend and vote at the AGM.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 5. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from 14th September, 2019 to 20th September, 2019 (both the days inclusive).**
6. The members are requested to:

Intimate to the Company’s Registrars and Share Transfer Agents, M/s. Purva Sharegistry India Private Ltd, Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400011 (for shares held in physical form) 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;
7. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company’s share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
8. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;

9. A route map providing directions to reach the venue of the 25th AGM is provided in the Notice.
10. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
11. To note that no gift or gift coupons will be distributed at the meeting.
12. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
14. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
15. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, it has been mandated by SEBI that, request(s) for effecting transfer of securities, except in case of transmission or transposition of securities, shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, shareholders are requested to take action to dematerialise the equity shares of the Company, promptly.
16. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
17. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.
18. The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
19. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
20. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. Pursuant to the provisions of Section 72 of the Act, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the RTA of the Company in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.

The Company has designated an exclusive email ID called csscandent@gmail.com for redressal of shareholders' complaints/grievances. In case you have any complaints/grievances; please write to us at csscandent@gmail.com. Notice of the Meeting is also available on website of the company i.e. www.scandent.in

Members may also note that the Notice of the 25th AGM and Annual Report 2019 will be available on the Company's website www.scandent.in. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at csscandent@gmail.com.

22. The shares of the Company are listed at the BSE LIMITED, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
23. The relative explanatory statement pursuant to section 102 of the companies act 2013 setting out material facts concerning the business under item No. 3, 4 and 5 of the notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing and disclosure Requirement) Regulation 2015 (SEBI Listing Regulation ,of the person seeking appointment-reappointment as Director under item No 2, 3,4, and 5 of the notice are also annexed as **Annexure: A**
24. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The

Members, whose names appear in the Register of Members / list of Beneficial Owners as on 13th September 2019 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on Tuesday, 17th September 2019, (09.00 A.M. IST) and ends on Thursday, 19th September, 2019 (05.00 P.M.IST). (In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-VOTING:

- I. The Company has entered in to arrangement with Karvy Fintech Private Limited for facilitating remote e-voting for AGM. The instruction for remote e-voting are as under:
- II. Remote e-voting: 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 Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:

Launch internet browser by typing the URL: <https://evoting.karvy.com>

Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

After entering these details appropriately, click on "LOGIN".

You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

You need to login again with the new credentials.

On successful login, the system will prompt you to select the " E-VOTING EVENT" i.e., "SCANDENT IMAGING LIMITED"

On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

You may then cast your vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email siroyam@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " Corporate Name EVENT NO."

- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- I. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- II. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- 1) 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 <https://evoting.karvy.com> (Karvy Website) or contact Mr. S.V. Raju, Deputy General Manager, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1569 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- 2) 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).
- 3) The remote e-voting period commences on 17th September, 2019 (09.00 A.M. IST) and ends on 19th September, 2019 (05.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- 4) 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. 13th September, 2019
- 5) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 13th September, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1800-3454-001.
 Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

General Instructions:

- 1) The e-voting period commences on 17th September, 2019 (09.00 A.M. IST) and ends on 19th September, 2019 (05.00 P.M. IST). During this period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of 13th September, 2019, may cast their votes electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- 2) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September, 2019,.
- 3) The Board of Directors of the Company has appointed Mr. Mukesh Siroya Proprietor M. Siroya & Co. Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 4) The Scrutinizer shall after the conclusion of voting at the 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 Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results shall be declared after the Annual General Meeting of the Company to the Stock Exchange. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.scandent.in and on the website of KARVY: www.karvy.com

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

Item No 3.

Dr. Rajnish Kumar Pandey (DIN: 01096119), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He hold office as Independent Director of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Dr. Rajnish Kumar Pandey as Independent Director for a second term of 5 (five) consecutive years w.e.f. ensuing Annual General Meeting 2019 upto the Annual General Meeting of the Company to be held in the year 2024, on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Dr. Rajnish Kumar Pandey would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Dr. Rajnish Kumar Pandey as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. Rajnish Kumar Pandey is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Rajnish Kumar Pandey for the office of Independent Director of the Company.

The Company has also received declaration from Dr. Rajnish Kumar Pandey that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Dr. Rajnish Kumar Pandey fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Dr. Rajnish Kumar Pandey is independent of the management.

Details of Dr. Rajnish Kumar Pandey whose re-appointment as Independent Director is proposed at Item Nos. 3, is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Dr. Rajnish Kumar Pandey setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Dr. Rajnish Kumar Pandey is interested in the resolutions set out at Item No. 3 of the Notice with regard to his re-appointment.

The relatives of Dr. Rajnish Kumar Pandey may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item No. 3 of the Notice for approval by the members.

Item No 4.

The Board of Directors of the Company ("the Board") at its meeting held on August 13, 2019 has, subject to approval of members, reappointed Dr. Sowmya Deshpande (DIN: **00705918**) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, that is, with effect from June 17th, 2020 till June 16th, 2025, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of Dr Sowmya Deshpande as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

The Board of Directors recommends the above resolution for approval of the Shareholders as an Ordinary Resolution.

Dr. Gautam Mohan Deshpande Managing Director and his wife Dr. Sowmya Gautam Deshpande, Whole time Director are concerned or interested in the said resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

Item No 5.

Dr. Mohan Shankaranarayan Vaidyanathan (DIN: 06640359) on the recommendation of the Nomination and Remuneration Committee was appointed as an additional Director with effect from 29th May, 2019 by the Board in accordance with the Article 73 of the Articles of Association and Section 161 of the Companies Act, 2013 ("The Act"). As per Section 161 of the Act, Dr. Mohan Shankaranarayan Vaidyanathan holds office upto the date of the ensuing Annual General Meeting on 20th September, 2019. The Company has received requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 100000 from a member proposing the candidature of Dr. Mohan Shankaranarayan Vaidyanathan to be appointed as a Non- Executive Director at the ensuing AGM liable to retire by rotation. Dr. Mohan Shankaranarayan Vaidyanathan has consented to the proposed appointment and declared qualified. Dr. Mohan Shankaranarayan Vaidyanathan possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said receipt from a member and on the recommendation of the NRC Committee and subject to approval of the members in the ensuing AGM, has accorded its consent, to appoint Dr. Mohan Shankaranarayan Vaidyanathan as a Non- Executive Non Independent Director liable to retire by rotation. Dr. Mohan Shankaranarayan Vaidyanathan will not be entitled for any remuneration as per the policy for Non-Executive Directors except sitting fees for attending Board and Committee Meetings.

Except Mrs. Pratibha Walinjar, Independent Director, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the Resolution set out in Item No 5 of this Notice.

For and on behalf of the Board of Directors

Scandent Imaging Limited

Regd Off:

**A-357, Road No. 26 ,
Wagle Industrial Estate, MIDC,
Thane (West), Thane- 400604
CIN: L93000MH1994PLC080842
Email: cs@scandent.in
Website: www.scandent.in
Tele Ph:022-25833205**

**Gautam Deshpande
Managing Director
DIN: 00975368**

Date:13/08/2019

Place: Thane

Annexure: A

Details of the Directors seeking Appointment/Re-appointment at the Annual General Meeting Scheduled to be held on 20th September, 2019 (Pursuant to Regulation 36(3) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:

| Name of the Directors | Dr. Gautam Deshpande | Dr. Sowmya Gautam Deshpande | Dr. Rajnish Pandey | Dr. Mohan Shankaranarayan Vaidyanathan |
|--|---|--|---|---|
| Date of Birth Age | 04/12/1974 44 years | 04/04/1977 42 Years | 10/07/1961 58 years | 14/01/1957 62 years |
| Date of Appointment | 1 st February 2013 | 17 th June 2015 | 19 th March, 2013 | 13th August, 2013 |
| Relationship with the Directors and Key Managerial Personnel | Relative (Husband of Dr. Sowmya Deshpande) | Relative (wife of Dr. Gautam Deshpande) | Not related | Relative (husband of Dr. Pratibha Walijkar) |
| Expertise in specific Functional Area | Advance Endodontic, Cosmetic Dentistry, Crown & Bridge ,Oral and Maxillofacial Surgery ,cone Beam CT. | Advance Endodontic, Cosmetic Dentistry, Crown & Bridge ,Oral and Maxillofacial Surgery | Finance, Commercial Laws, Audit, Taxation and Project Management and Control. | Endodontist, 39 years of experience in dental practice. |
| Qualification | BDS | BDS | M.Com, MA (Econ), LLB, FCS, FCA, PhD | Master in Dental Surgery (MDS) |
| Board Membership of other Listed Companies as on 31 st March, 2019 | Nil | Nil | Nil | Nil |
| Chairman /Member of the Committee of the Board of Directors as on 31st March, 2019 | | | | |
| a) Audit Committee | 1 | Nil | 1 | Nil |
| b) Nomination And Remuneration Committee | Nil | Nil | 1 | 1 |
| c) Stakeholder's Relationship Committee | Nil | Nil | 1 | 1 |
| d) Risk Management Committee | 1 | Nil | 1 | Nil |
| Number of shares held in Company as on 31 st March, 2019 | 16447400 | Nil | Nil | 1500 |

Note:

- Detailed profile of the above Directors is given as part of the Annual Report. The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2018-19 are provided in the Corporate Governance Report.**
- In term of the Provision of Section 152(6) of the Act, Dr. Gautam Deshpande, retire by rotation at the meeting. The Board of Directors recommends his reappointment .**

**ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF
SCANDENT IMAGING LIMITED
BRAHMAN SEVA SANGH, 19, BRAHMAN SOCIETY, LATE DIVAKAR GANESH GANGAL ROAD,
NAUPADA, THANE (WEST) – 400602**

