

SCANDENT IMAGING LIMITED

CIN: L93000MH1994PLC080842

Regd Address: Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West),
Maharashtra - 400604 Tel No.022 25825205; Email: csscandent@gmail.com; Web: www.scandent.in

23rd July, 2022

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort
Mumbai – 400001

Dear Sir / Ma'am,

Ref: Scrip Code: 516110 | Scrip Id: SCANDENT

Sub: Addendum to the Notice of 28th Annual General Meeting of the Scandent Imaging Limited ("the Company")

This is further to our intimation dated 06th July, 2022 whereby the Notice of the 28th Annual General Meeting (AGM) was submitted in compliance with the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subsequent to the issuance of the AGM Notice, the Company would like to take the approval of Shareholders for the Related Party Transactions was held and to be held in the Financial Year 2021-22 and 2022-23 respectively. Accordingly, the proposal for the same shall be an additional agenda as Special Business in Item No. 8 & 9 to Notice of 28th AGM.

We are enclosing herewith Addendum to the Notice of the 28th AGM of the Members of the Company to be held on Thursday, 28th July, 2022 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The said Addendum to Notice is available on the Company's website at www.scandent.in, website of the stock exchanges at www.bseindia.com for the information of investors. The Addendum to Notice shall form an integral part of Notice dated 6th July, 2022 circulated to the Members of the Company.

This is for your information and record.

Thanking You,

Your faithfully,
For **Scandent Imaging Limited**
Sd/-
Pandoo Naig
Managing Director

Encl: As above

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ADDENDUM TO THE NOTICE OF TWENTY-EIGHT ANNUAL GENERAL MEETING

To

All Members of SCANDENT IMAGING LIMITED

Addendum to the Notice dated 06th July, 2022 convening 28th Annual General Meeting of the Company scheduled to be held on Thursday, 28th July, 2022 at 11.00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"):

SCANDENT IMAGING LIMITED ("the Company") had issued a Notice (Original Notice) dated 06th July, 2022 of the 28th Annual General Meeting (AGM) to be held on Thursday, 28th July, 2022 at 11.00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact Seven business items (3 Ordinary Business and 4 Special Business) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No. 8 & 9:

8. Approval for Related Party Transactions:

To pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company for contract(s)/ arrangement(s)/ transaction(s) with Onelife Capital Advisors Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the Inter Corporate Loan held in the Financial year 2021-22, on such terms and conditions as the Board of Directors had decided, up to an aggregate value of Rs. 9 crores, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

9. Approval for Related Party Transactions:

To pass the following resolution as an **Ordinary Resolution:**

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“**RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company for contract(s)/ arrangement(s)/ transaction(s) with Onelife Capital Advisors Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the Inter Corporate Loan to be held in the Financial year 2022-23, on such terms and conditions as the Board of Directors had decided, up to an aggregate value of Rs. 20 crores, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

This addendum forms integral part of the Original Notice and the Original Notice should be read in conjunction with this addendum.

For and on behalf of **Scandent Imaging Limited**

Sd/-

Pandoo Naig

Managing Director

DIN: 00158221

Email: cs@scandent.in

Tele Ph: 022-25833205

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

Date: 23.07.2022

Place: Thane

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NOTES:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 28th AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at <http://www.scandent.in/>, website of the Stock Exchanges at <https://www.bseindia.com/stock-share-price/scandent-imaging-limited/scandent/516110/corp-announcements/>.
4. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 28th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 28th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 28th AGM.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 8

Onelife Capital Advisors Limited together is an investment group specialized in investing in companies offering high growth opportunities. The successful investment track record demonstrates ability to deliver value to the invested companies. A strong research and deep understanding of the financial markets coupled with focused team of professionals committed 24*7 to innovate and bring forth best strategies to create value for the business, company, stake holders in that order makes us a preferred investor partner amongst companies with a mission to grow.

Onelife Capital Advisors Limited offers strategic advisory services to Corporates, HNIs, Family Offices etc. A team of experienced professionals ensures intelligent solutions from basic strategies to achieving end objectives.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of the aggregate transactions with Onelife Capital Advisors Limited had exceeded the said threshold limit, and was around Rs. 8.0367 Crore during the financial year 2021-22.

Loan Given during the financial year 2021-22 (Financial Asset)	8.0367 Cr. (The value of the aggregate transactions with Onelife Capital Advisors Limited had exceeded the said threshold limit)
Loan taken during the financial year 2020-21 (Financial Liability)	2.5175 Cr. (The value of the aggregate transactions with Onelife Capital Advisors Limited had not exceeded the said threshold limit)

Accordingly, transaction(s) entered into with Onelife Capital Advisors Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

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Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) had been entered into by your Company with Onelife Capital Advisors Limited in the financial year 2020-21 and for financial year 2021-22.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as an **Ordinary Resolution**.

Item No. 9

Onelife Capital Advisors Limited together is an investment group specialized in investing in companies offering high growth opportunities. The successful investment track record demonstrates ability to deliver value to the invested companies. A strong research and deep understanding of the financial markets coupled with focused team of professionals committed 24*7 to innovate and bring forth best strategies to create value for the business, company, stake holders in that order makes us a preferred investor partner amongst companies with a mission to grow.

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Accordingly, transaction(s) entered into with Onelife Capital Advisors Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) had been entered into by your Company with Onelife Capital Advisors Limited in the financial year 2020-21 and for financial year 2021-22.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Onelife Capital Advisors Limited are as follows:

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Sr. No.	Particulars	Remarks
1	Name of the Related Party	Onelife Capital Advisors Limited
2	Name of the Director or KMP who is related	Mr. Prabhakara Naig (Director of the Group Companies)
3	Nature of Relationship	Group Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Inter Corporate Loan to related parties. Monetary value of aggregate transactions during financial 2022-23 is expected to be 20 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as an **Ordinary Resolution**.

For and on behalf of **Scandent Imaging Limited**

Sd/- Pandoo Naig

Managing Director

DIN: 00158221

Email: cs@scandent.in

Tele Ph: 022-25833205

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Date: 23.07.2022

Place: Thane