



SCANPOINT GEOMATICS LIMITED

Our Company was originally incorporated as 'Scanpoint Graphics Limited' as a public limited company under the Companies Act, 1956 and was granted the certificate of incorporation on February 07, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 06, 1992. Subsequently, pursuant to a special resolution of the shareholders dated September 10, 2007, the name of our Company was changed to 'Scanpoint Geomatics Limited' vide Fresh certificate of Incorporation consequent upon change of name dated April 22, 2008 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. For details of change in name and Registered Office of our Company, please see chapter titled "History and Certain Corporate Matters" beginning on page 58 of this Draft Letter of Offer.

Registered Office: 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad, Gujarat, India - 380006

Telephone: +91 79 26575365 / 26575371 **Email:** info@sgligis.com

Corporate Office: 12, Abhishree Corporate Park, ISKCON- Ambli Road, Ahmedabad- 380 058, Gujarat, India

Telephone: +91 2717 297096 / 297098 **Facsimile:** + 91 2717 297039

Contact Person: Mr. Richi M. Shah, Company Secretary and Compliance Officer

Email: cssgligis.com; **Website:** www.sgligis.com

Corporate Identity Number: L24230GJ1980PLC003843

PROMOTER OF OUR COMPANY: MR. RAMESHCHANDRA K. SOJITRA

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SCANPOINT GEOMATICS LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF [●] EQUITY SHARES WITH A FACE VALUE OF ₹ 2 EACH ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] EACH INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE ("ISSUE PRICE") AGGREGATING TO AN AMOUNT NOT EXCEEDING ₹ 3,000 LAKH ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 113 OF THIS DRAFT LETTER OF OFFER.

GENERAL RISKS

Investments in equity and equity related securities involve a high degree of risk and Investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. **Investors are advised to refer to the section titled "Risk Factors" beginning on page 14 of this Draft Letter of Offer before making an investment in this Issue.**

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regards to the Company and the Issue, which is material in the context of this Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("BSE"/"Stock Exchange"). Our Company has received an "in-principle" approval from BSE for listing of the Equity Shares to be allotted in this Issue pursuant to letters dated [●]. BSE shall be the Designated Stock Exchange for the purpose of this Issue.

LEAD MANAGER TO THE ISSUE



Vivro Financial Services Private Limited
Vivro House, 11, Shashi Colony, Opposite Suvridha Shopping Center,
Paldi, Ahmedabad, Gujarat, India – 380007.
Telephone: +91-79-4040 4242; **Facsimile:** +91-79-2665 0570
Email: scanpoint@vivro.net
Website: www.vivro.net
Investor Grievance Email: investors@vivro.net
Contact Person: Mr. Anish Akruwala / Mr. Harish Patel
SEBI Registration Number: INM000010122
CIN: U67120GJ1996PTC029182

REGISTRAR TO THE ISSUE



Link Intime India Private Limited
C-101, 1st Floor, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai Maharashtra, India – 400083.
Telephone: + 91-22-4918 6200; **Facsimile:** +91-22-4918 6195
Email: sgl.rights@linkintime.co.in
Website: www.linkintime.co.in
Investor Grievance Email: sgl.rights@linkintime.co.in
Contact Person: Mr. Sumit Deshpande
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR RECEIVING REQUESTS FOR SPLIT APPLICATION FORMS	ISSUE CLOSES ON
[●]	[●]	[●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Definitions

In this Draft Letter of Offer, unless the context otherwise requires, the terms defined and abbreviations expanded below shall have the same meaning as stated in this section. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Conventional and General Terms or Abbreviations

Term	Description
“₹” / “Rs.” / “Rupees” / “INR”	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AS / Accounting Standard	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor’s Report) Order, 2016
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013 and Companies Act, 1956 to the extent as applicable
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder (without reference to the provisions thereof that have ceased to have effect upon notification of the corresponding sections of the Companies Act, 2013).
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder, to the extent in force pursuant to a notification in this regard, issued from time to time by the Ministry of Corporate Affairs.
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 1996 as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act.
DP ID	Depository Participant’s Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FII	Foreign Institutional Investor, as defined under Regulation 2(1)(g) of the SEBI (Foreign Portfolio Investors) Regulations, 2014, registered with SEBI under applicable laws in India.
Fiscal /Fiscal Year/ Financial Year/FY	12 month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Government/Gol	Government of India
GST	Goods and Service Tax

Term	Description
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICDR Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.
IFRS	International Financing Reporting Standards
Ind AS	Indian Accounting Standards
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015
ISIN	International Securities Identification Number allotted by the Depository.
ISRO	Indian Space Research Organisation
I.T. Act / IT Act	Income Tax Act, 1961
I. T. Rules	Income Tax Rules, 1962, as amended from time to time.
Lakh	One hundred thousand
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
NACH	National Automated Clearing House which is a consolidated system of ECS.
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	Negotiable Instruments Act, 1881
NR	Non Resident
NRE	Non Resident External Account
NRI	Non Resident Indian
NSDL	National Securities Depositories Limited
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
p.a.	Per Annum
PAN	Permanent Account Number
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	The Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations/ SAST Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
U.S/United States	The United States of America
USD / US\$	United States Dollars
US Securities Act	The United States Securities Act of 1933, as amended from time to time.

Issue Related Terms

Term	Description
Abridged Letter of Offer	The Abridged letter of offer to be sent to the Eligible Equity Shareholders as on the Record Date with respect to the Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares / Additional Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allotment / Allot / Allotted / Allotment of Rights Equity Shares	The allotment of Rights Equity Shares pursuant to the Issue.
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have been or are to be allotted the Rights Equity Shares after the basis of Allotment has been approved by the BSE.
Allotment Date	The date on which Allotment is made.
Allottee(s)	Persons to whom Rights Equity Shares of our Company are Allotted pursuant to this Issue.
Applicant(s) / Investors	Eligible Shareholder(s) and/or Renouncees who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer, including an ASBA Applicant.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount / ASBA	The application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the amount payable on application in their specified bank account maintained with SCSB.
ASBA Account	An account maintained with an SCSB and specified in the CAF or plain paper application, as the case may be by the Applicant for blocking the amount mentioned in the CAF or in the plain paper application.
ASBA Applicant / ASBA Investor(s)	<p>Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process and who:</p> <ol style="list-style-type: none"> 1. are holding the Equity Shares of our Company in dematerialised form as on the Record Date and has applied towards their Rights Entitlements and/or Additional Rights Equity Shares in dematerialised form; 2. have not renounced their Rights Entitlements in full or in part; 3. are not Renouncees; and 4. are applying through blocking of funds in bank accounts maintained with SCSBs. <p>All (i) QIBs, (ii) Non-Institutional Investors, and (iii) other investors whose application value exceeds ₹ 200,000, can participate in the Issue only through an ASBA process</p>
Bankers to the Company	Bank of India, Ahmedabad Main Branch, BOI Building, Bhadra, Ahmedabad - 380001, Gujarat, India.
Bankers to the Issue / Escrow Collection Bank	[•]
Composite Application Form / CAF	The application form used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue.
Consolidated Certificate	In case of holding of Equity Shares in physical form, the certificate that our Company would issue for the Rights Equity Shares Allotted to one folio.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

Term	Description
Designated Branches	Such branches of the SCSBs which shall collect application forms used by ASBA Investors and a list of which is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Stock Exchange	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 1996, as amended from time to time, read with the Depositories Act, 1996.
Draft Letter of Offer / DLOF	This draft letter of offer dated September 22, 2017, filed with SEBI.
ECS	Electronic Clearing Service
Equity Shareholder(s) / Shareholder(s)	The holders of Equity Shares of our Company.
Eligible Equity Shareholders / Eligible Shareholders/	Holders of Equity Shares of our Company as on the Record Date, i.e. [●].
GIR	General Index Registrar
Investor(s)	The Equity Shareholders of our Company on the Record Date i.e. [●] and the Renouncees.
Issue / the Issue / this Issue / Rights Issue	Issue of [●] Equity Shares with a face value of ₹ 2 each for cash at a price of ₹ [●] (including a share premium of ₹ [●] per Equity Share) aggregating to an amount not exceeding ₹ 3,000 Lakh on a rights basis to Eligible Shareholders in the ratio of [●] Rights Equity Share for every [●] fully paid-up Equity Shares held on the Record Date i.e. [●].
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	₹ [●] per Equity Share
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of [●] Rights Equity Shares for an amount not exceeding ₹ 3,000 Lakh.
Lead Manager	Vivro Financial Services Private Limited
Letter of Offer / LOF	The final letter of offer to be filed with the Stock Exchange after incorporating the observations received from SEBI on this Draft Letter of Offer.
Listing Agreement	Uniform listing agreement entered into under the Listing Regulations between our Company and the Stock Exchange, as the context may refer to.
MICR	Magnetic Ink Character Recognition
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up Equity Shares.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 45 of this Draft Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act.
Non – ASBA investor	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process.
Non Institutional Investor(s)	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB.
Offer Document	The Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigenda thereto.
QIBs/ Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. [●].
Refund Bank	[●]
Refund through	Refunds through NACH, Direct Credit, RTGS, NEFT or ASBA process, as

Term	Description
electronic transfer of funds	applicable.
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / Registered FPIs / FPIs	Foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Registrar to the Issue / Registrar and Transfer Agent/ RTA	Link Intime (India) Private Limited
Renouncee(s)	Person(s) who has/ have acquired Rights Entitlements from the Eligible Equity Shareholders.
Retail Individual Investor(s)	Individual Investors who have applied for Rights Equity Shares for an amount less than or equal to ₹ 2 Lakh (including HUFs applying through their karta).
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date.
Rights Equity Shares / Rights Shares	The equity shares of face value ₹ 2 each of our Company offered and to be issued and allotted pursuant to the Issue.
Self-Certified Syndicate Bank / SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer the facility of ASBA, including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Split Application Form/ SAF	Split application form(s) is an application form used in case of renunciation in part by an Eligible Equity Shareholder in favour of one or more Renouncee(s).
Share Certificate	The certificate in respect of the Rights Equity Shares allotted to a folio in a physical form.
Stock Exchange	BSE, where the Equity Shares of our Company are presently listed.
Wilful Defaulter	Company or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such.
Working Days	Any day, other than Saturdays and Sundays, on which commercial banks in Mumbai are open for business, provided however, for the purpose of the time period between the Issue Closing Date and listing of the Securities on the Stock Exchange, “Working Days” shall mean all days excluding Sundays and bank holidays in Delhi or Mumbai in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010.

Company Related Terms

Terms	Description
“Scanpoint Geomatics Limited” or “the Company” or “our Company” or “we” or “us” or “our” or “the Issuer”	Scanpoint Geomatics Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad, Gujarat, India - 380006
Articles of Association	The Articles of Association of our Company as amended from time to time.
Auditors / Statutory Auditor	The Statutory Auditors of our Company being Manoj Acharya & Associates, Chartered Accountants.
Board/ Board of Directors/ our Board	The Board of Directors of our Company or a duly constituted committee thereof, as the context may refer to.
Corporate Office	Corporate office of our Company situated at 12, Abhishree Corporate Park, ISKCON- Ambli Road, Ahmedabad- 380 058, Gujarat, India.

Terms	Description
Director(s)	Any or all the director(s) of our Board, as may be appointed from time to time.
Equity Shares / Shares	Equity Shares of face value of ₹ 2 each of our Company.
GIS	A geographic information system is a computer system for capturing, storing, checking, and displaying data related to positions on Earth's surface. GIS can show many different kinds of data on one map. This enables people to more easily see, analyze, and understand patterns and relationships.
Group Companies	This includes such companies or entities as covered under the applicable accounting standards and also other companies as considered material by the Board of our Company in terms of Materiality Policy adopted by our Board on September 22, 2017.
Internal Auditors	M/s. Parikh Shah Chotalia and Associates, Chartered Accountants.
Key Managerial Personnel / KMP	Mr. Rameshchandra K. Sojitra, Managing Director, Mr. Chirag Soni, Whole Time Director, Mr. Kantilal Ladani, Chief Financial Officer and Mr. Richi M. Shah, Company Secretary and Compliance Officer, collectively referred as Key Managerial Personnel of the Company.
Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter	Mr. Rameshchandra K. Sojitra
Promoter Group	Persons and entities forming part of our promoter group of our Company as determined in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations.
Registered Office	Registered office of our Company situated at 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad, Gujarat, India – 380006.
Registrar of Companies/ROC	Registrar of Companies, Gujarat, located at ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013.

Business and Industry related Terms/Abbreviations

Term	Description
DGPS	Differential Geographic Positioning System
DPR	Detailed Project Report
EDM	Electronic Distance Measurement
ERP	Enterprise Resource Planning
GIS	Geographical Information System
GPR	Ground Penetration Radar
GPS	Global Positioning System
IGIS	Integrated GIS and Image Processing software
ISG	Indian Society of Geomatics
IP	Image Processing
LBS	Location Based Services
NLRMP	National Land Record Modernization Program
PG	Photogrammetry
PTLN	Power Transmission Line Network
R&D	Research & Development
RBAAS	Rajasthan Bhu Abhilekh Aadhunikikaran Society
SAC	Space Application Centre
SDK	Software Development Kit

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

NOTICE TO OVERSEAS SHAREHOLDERS

The distribution of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer or CAF may come are required to inform themselves about and observe such restrictions. We are making this Issue of Equity Shares on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer/Abridged Letter of Offer and CAFs to such shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Letter of Offer/Abridged Letter of Offer and CAFs, shall not be sent the Letter of Offer/Abridged Letter of Offer and CAFs.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI. Accordingly, the Rights Entitlement or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs must be treated as sent for information only and should not be copied, redistributed or acted upon. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs should not, in connection with the issue of the Rights Entitlements or Rights Equity Shares, distribute or send such document in the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations. If this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Rights Equity Shares referred to in this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs. Envelopes containing a CAF should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares in this Issue must provide an Indian address. Any person who makes an application to acquire Rights Entitlement and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that he is authorised to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve the right to treat any CAF as invalid where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF. Neither the delivery of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer and CAFs nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or date of such information.

The contents of this Draft Letter of Offer, the Letter of Offer and Abridged Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, neither our Company nor the Lead Manager are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act, 1933, as amended (“**Securities Act**”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (“**United States**” or “**U.S.**”) or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act (“**Regulation S**”), except in a transaction exempt from the registration requirements of the

Securities Act. The Rights Entitlements referred to in this Draft Letter of Offer are being offered in India, but not in the United States. The offering to which Draft Letter of Offer, the Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, this Draft Letter of Offer / Letter of Offer / Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. Envelopes containing CAF should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer, no payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of the Rights Equity Shares in India. Our Company is making this issue of Equity Shares on a rights basis to the Eligible Equity Shareholders of our Company and this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and CAF will be dispatched to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlement and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that, at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it does not have a registered address (and is not otherwise located) in the United States, and (iii) it is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any CAF which: (i) does not include the certification set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorised to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to our Company or its agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND CURRENCY OF PRESENTATION

Certain Conventions

All references herein to 'India' are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable. Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Financial Data

Unless stated otherwise, financial information and data in this Draft Letter of Offer, with respect to our Company, is derived from our audited financial statements for the FY ended on March 31, 2017. For further details please see the chapter titled "*Financial Statements*" beginning on page 69 of this Draft Letter of Offer. We publish our financial statements in Indian Rupees.

Our Company's fiscal year commences on April 1 and ends on March 31 of the following calendar year. Accordingly, all references to a particular "Financial Year" or "Fiscal Year" or "Fiscal" are to the 12 (twelve) month period ended March 31 of that year.

Our audited financial statements as of and for Fiscal Year ended March 31, 2017 ("**Financial Statements**") form a part of this Draft Letter of Offer have been prepared by our Company in accordance with Indian GAAP, applicable accounting standards and guidance notes issued by the ICAI, the Companies Act and other applicable statutory and / or regulatory requirements. For further details of such Financial Statements, please see chapter titled "*Financial Statements*" beginning on page 69 of this Draft Letter of Offer.

All numerical values as set out in this Draft Letter of Offer for the sake of consistency and convenience have been rounded off to two decimal places. In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Our Financial Statements are in accordance with the Indian GAAP, which differ in certain respects from generally accepted accounting principles in other countries. Indian GAAP differs in certain significant respects from IFRS. We publish our Financial Statements in Indian Rupees.

Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data. For details in connection with risks involving differences between Indian GAAP and other accounting principles and risks in relation to IFRS, please see the Risk Factor - "*Significant differences exist between the accounting principles of existing/erstwhile Indian GAAP as compared to Ind AS and IFRS, which investors may consider material to their assessment of our Company's financial condition*", on page 24 of this Draft Letter of Offer.

Currency of Presentation

All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of the Republic of India. Any reference to 'US\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Rupees in Lakh.

Exchange Rate

The following tables provide information with respect to the exchange rate for the Indian rupee per US\$1.00. The exchange rates are based on the reference rates released by the Reserve Bank of India, which is available on the

website of RBI. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

(₹ Per USD \$ 1.00)

Financial Year ended March 31,	Period End⁽¹⁾	Average⁽²⁾	High	Low
2017	64.84	67.08	68.72	64.84
2016	66.33	65.46	68.78	62.16
2015	62.59	61.15	63.75	58.43
2014	60.10	60.50	68.36	53.74
2013	54.39	54.45	57.22	50.56
Month ended:				
August 31, 2017	64.02	63.97	64.24	63.63
July 31, 2017	64.08	64.46	64.82	64.08
June 30, 2017	64.74	64.44	64.74	64.26
May 31, 2017	64.55	64.42	64.99	64.02
April 30, 2017	64.22	64.51	65.04	64.00
March 31, 2017	64.84	65.88	66.85	64.84

Source: www.rbi.org.in

⁽¹⁾ Represents the reference rate released by the Reserve Bank of India on closing of the last Working Day of the period.

⁽²⁾ Represents the average of the reference rates released by the Reserve Bank of India on closing of each day during the period for each year and month presented.

The reference rate on September 21, 2017 was USD 1.00 = 64.52

FORWARD LOOKING STATEMENTS

Our Company has included statements in this Draft Letter of Offer which contain words or phrases such as ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘estimate’, ‘expect’, ‘expected to’, ‘future’, ‘intend’, ‘is likely’, ‘may’, ‘objective’, ‘plan’, ‘potential’, ‘project’, ‘pursue’, ‘shall’, ‘should’, ‘will’, ‘will continue’, ‘would’, or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. However, these are not the exclusive means of identifying forward looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements.

Forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results to differ materially from our Company’s expectations include, among others:

- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- The performance of the GIS market in India and globally;
- Any failure or disruption of our information technology system;
- Any adverse outcome in the legal proceedings in which the Company is involved;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in other countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section titled “*Risk Factors*” beginning on page 14 of this Draft Letter of Offer. By their very nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact or net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Whilst we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. In accordance with SEBI / Stock Exchange requirements, our Company and Lead Manager will ensure that Investors are informed of material developments until the time of the grant of listing and trading permission for the Rights Equity Shares by the Stock Exchanges.

SECTION II - RISK FACTORS

RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. Additionally, the risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occurs, our business, prospects, results of operations and financial condition could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. In making an investment decision, prospective investors must rely on their own examinations and the terms of the Issue, including the merits and the risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue.

For further details, please refer the section titled “Financial Information” beginning on page 69 of this Draft Letter of Offer, as well as the other financial and statistical information contained in this Draft Letter of Offer.

This Draft Letter of Offer also contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. For further details, see chapter titled “Forward-Looking Statements” beginning on page 13 of this Draft Letter of Offer.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Financial Statements.

MATERIALITY

The Risk Factors contained herein have been determined on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may not be material individually but may be found material collectively.
2. Some risks may have an impact which is qualitative though not quantitative.
3. Some risks may not be material at the time of making the disclosures in this Draft Letter of Offer but may have a material impact in the future.

INTERNAL RISK FACTORS

1. ***Our Company is involved in various legal proceedings, which if determined against us, could have an adverse impact on our business and the results of operations.***

Our Company is involved in various legal proceedings which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally from our Company and other parties. Any unfavorable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our business and the results of operations. A summary of material outstanding legal proceedings as of date of this Draft Letter of Offer, to the extent quantifiable, are set out below:

Nature of Cases		No. of Outstanding Cases	Amount Involved (₹ in Lakh)
<i>Against Our Company</i>			
(i)	Civil	-	-
(ii)	Criminal	20	33.34
Total		20	33.34

Nature of Cases		No. of Outstanding Cases	Amount Involved (₹ in Lakh)
<i>By Our Company</i>			
(i)	Civil	1	Not Quantifiable
(ii)	Criminal	-	-
Total		1	Not Quantifiable

For further details, please see chapter titled “*Outstanding Litigations and Defaults*” beginning on page 99 of this Draft Letter of Offer. The Company cannot assure you that these legal proceedings will be decided in our favor. Such legal proceedings could divert management time and attention, and consume financial resources in their defense or prosecution.

2. *Our Company was declared sick by BIFR on March 05, 2009.*

Based on our audited balance sheet as on March 31, 2003, the financial health of our Company compelled us to make a reference to BIFR. BIFR, at its meeting held on July 14, 2005, declared our Company as a sick industrial unit in terms of Section 3(1)(o) of SICA. The operating agency appointed by BIFR, forwarded the draft rehabilitation scheme to BIFR vide its letter dated April 04, 2007 based on the audited balance sheet as on March 31, 2007. The BIFR noted from the balance sheet that the networth had turned positive and discharged our Company from the purview of SICA.

Based on the audited balance sheet as on March 31, 2008, our Company filed a second reference to BIFR on November 21, 2008. In the hearing held on March 05, 2009, BIFR declared our Company as a sick industrial unit in terms of Section 3(1)(o) of SICA. Subsequently, BIFR sanctioned the rehabilitation package and approved the one time settlement of dues to the financial institutions. During the FY 2009-10, BIFR passed an order dated February 24, 2010, pursuant to which, there was a reduction in the Equity Share Capital of our Company by 80% and consequent to such reduction, the face and paid up value per Equity Share of our Company was reduced from ₹ 10/- to ₹ 2/-. The said order had also stipulated a fresh infusion of funds by way of equity of ₹ 300 Lakh by the Promoter and Promoter Group. Consequently, upon implementation of this order, our Company ceased to be a sick industrial unit within the meaning of Section 3(1)(o) of SICA as its Networth turned positive and the revival looked sustainable. Accordingly, our Company was discharged from the purview of SICA.

With our Company’s thrust on the GIS technology, the financial performance of our Company is improving year by year. However, we cannot provide any assurance that our Company may maintain the profits in future and such instances will not arise at all.

3. *As on the date of this Draft Letter of Offer, there are three complaints outstanding on SCORES.*

Our Company has received 3 (three) complaints, 1 (one) from Mr. Hasmukh Sojitra and 2 (two) from Mrs. Rama Sojitra pertaining to refusal of dematerialisation of shares allegedly held by them as on the date of Complaint by the RTA. Our Company has responded to the complainant vide communication dated July 31, 2017 for the earlier complaint relating to the same matter stating that the RTA has informed that there are no shares in the folios mentioned by them in the complaints and also no transaction history for the same, due to which, no dematerialization request can take effect.

The present complaints have yet not been redressed by our Company as on the date of filing of this Draft Letter of Offer. The time normally taken for disposal of various types of investor grievances by RTA is 30 days, however, we cannot assure you that such outstanding investor grievance would get redressed by our Company and RTA during this period.

4. *We do not own the property where our corporate office is situated. If we are unable to renew any of our leases or licenses, it may affect our business and financial condition.*

Our Company undertakes business from our corporate office, which is situated on a property taken on lease vide a deed dated March 8, 2015 for a lease period of 36 (thirty six) months commencing from January 15, 2015. If


the agreement under which we occupy the premises is not renewed or is renewed on terms and conditions that are unfavorable to us, we may suffer some temporary disruption in our business.

5. ***We are yet to obtain the requisite license under the Gujarat Shops and Establishment Act, 1948. Any failure to obtain and thereafter, to maintain or renew the same in a timely manner or at all, may adversely affect our operations. We have ceased production at the premises for which we had obtained a factory license and the same have been sold. However, we are in the process of surrendering our factory license.***



Our Company is yet to file an application to obtain registration under the Gujarat Shops and Establishment Act, 1948 for our establishment, due to pending updation of ownership records of the concerned premises. This delay in obtaining the registration under the Gujarat Shops and Establishment Act, 1948 may result in penalties being imposed on our Company under the said Act. Further, our Company was earlier engaged in production of pre-press and digital printing and had procured a factory license bearing number 005960 for this unit. However, the factory premises have been sold on July 2, 2015. We have applied for the surrender of the factory license before the Director, Industrial Safety and Health Department through our application dated January 1, 2017.

For information in relation to the pending government and regulatory approval as on the date of this Draft Letter of Offer, please see the chapter titled “Government and Other Statutory Approvals” beginning on page 101 of this Draft Letter of Offer.

If we fail to comply with any applicable laws and regulations, or fail to obtain, and thereafter to maintain or renew the license under the Gujarat Shops and Establishment Act, 1948, the relevant regulatory authorities may impose fines and penalties on us. Any action brought against us for alleged violations of applicable laws or regulations, even if our defense thereof is successful, could cause us to incur significant legal expenses and divert our management’s attention from our business, which may adversely affect the results of operations.

6. ***We have applied for and are yet to obtain registrations of both our logo  and our brand name under the Trade Marks Act, 1999 for the protection of our intellectual property. Our application for registration of trademark has been refused in the past and maybe refused again, in which case, we may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.***

We have applied for certain trademark registrations under the provisions of the Trade Marks Act, 1999 as under:

Sr. No.	Application No.	Class	Description	Current Status
1.	3456373	42	 IGiS	Accepted and Advertised
2.	3456374	42	 SGL and Logo	Marked for Exam

The above applications are currently reflected on the website of the trademark ministry with the status as set out in the table above. On the date of this Draft Letter of Offer, we do not enjoy the statutory protections accorded to a registered trademark for these applications.

Our Company had applied for trademark registrations in the past and the same was refused on the grounds of there being a same/similar trademark on record of the trademark register. If the Registry is not satisfied with the case presented before it, we may not be able to procure registration of our trademarks through the aforesaid

applications. There can be no assurance that our applications will not be refused again or that, third parties will not infringe our intellectual property, causing damage to our business, prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all.

7. *Our Company has made all filings as prescribed under the Listing Regulations and in case of filings with delay, if any, appropriate fine/penalty has been duly paid.*

Our Company has made all requisite filing as required under the Listing Regulations on a periodic basis for the three years immediately preceding the date of filing this Draft Letter of Offer, with certain instances of delayed filings. For such delayed filings appropriate fines/penalties, as may be applicable, have been paid by our Company.

Since the past twelve months, our Company has been regular in making the necessary filings as required under the Listing Regulations, with no instance of delays.

8. *Our Company is unable to trace certain secretarial records prior to 1994 including records pertaining to allotment of Equity Shares to our Equity Shareholders.*

Our Company is unable to trace the secretarial forms, specifically the list of allottees as required to be attached with Form 2, filed in relation to the allotment of Equity Shares made in the years prior to 1994. While our Company believes that these secretarial forms were duly filed, we have been unable to locate copies of these documents in our records or obtain copies of the same from the appropriate authorities. We cannot assure you that these filings will be available in the future or that we will not be subject to any penalties imposed by the competent regulatory authority in connection with these filings.

9. *We do not have documentary proof for certain details included in the Directors' biographies under the chapter titled "Our Management".*

We do not have documentary proof for certain details included in the Directors' biographies under the chapter titled "Our Management" beginning on page 65 of this Draft Letter of Offer. The details included in the said chapter are based on the details provided by our Directors and are supported by affidavits executed by them, certifying the authenticity of the information provided.

10. *Our Company has in the past made delayed repayment of its statutory and other dues and the same has been noted by our independent auditor in its report on our Company's audited financial statements for the FY 2016-17.*

Our Company has made delayed repayment of its statutory dues and our independent auditor has in its report on our Company's audited standalone financial statements for the Financial Year ended March 31, 2017, listed the following findings in accordance with the Companies (Auditors' Report) Order, 2016, in relation to the same:

"The Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax and other material statutory dues applicable to it. There were arrears as at March 31, 2017, for a period of more than six months from the date they became payable, details of which are given hereunder:"

Sr. No.	Particulars	FY to which the amount relates	Amount (₹ in Lakh)
1.	Service Tax	2010-11	50.18
2.	Professional Tax	2015-16	0.79
3.	Professional Tax	2016-17	0.42
4.	Tax Deducted at Source	2016-17	5.60

We cannot assure you that there will be no delays in repaying our statutory and other dues in the future. In the event of there being an unjustifiable delay, there may be consequential action undertaken by the relevant statutory authority and the same may have an adverse impact on our business and the results of operations.

11. *We are subject to risks arising from exchange rate fluctuations, which could adversely affect the financial results of our Company.*

Uncertainties in the global financial markets may have an adverse impact on the exchange rate between INR and other currencies. The exchange rate between INR and other currencies is variable and may continue to remain volatile in the future depending upon the foreign exchange reserve position of India. Any appreciation of the INR against other currencies may lead to reduction in the realization of our revenues. Accordingly, volatility in the exchange rate would adversely affect the financial results of our Company.

12. *Our Company is subject to risks arising from interest rate fluctuations, which could adversely affect the financial results of our Company.*

As on June 30, 2017, our Company has working capital borrowings of ₹ 402.13 Lakh from Bank of India. Any increase in the interest rates could significantly raise the costs of borrowing adversely affecting the financial results of our Company.

13. *Sale of tangible fixed assets during FY 2015-16 and FY 2016-17 has resulted in a fall in the value of assets held by our Company.*

Our Company sold certain tangible fixed assets in the nature of freehold land, building, plant and equipment, furniture and fixtures and other such tangible fixed assets during FY 2015-16 and FY 2016-17 in order to repay existing bank liabilities. While the consequential fall in the value of assets was accompanied by a fall in the liabilities on account of their repayment, the gross block of fixed assets for FY 2015-16 and FY 2016-17 was reduced by ₹ 1,076.30 Lakh and ₹ 169.12 Lakh (excluding additions to the gross block) respectively. This consequential fall in the value of assets, may have an adverse effect on the financial position of our Company.

14. *Delays associated with the collection of receivables from our clients may adversely affect our business, prospects, results of operations and financial condition.*

There may be delays associated with the collection of receivables from our clients. For the Financial Year ending on March 31, 2017, ₹ 1,785.43 Lakh or 51.31% of our total accounts receivable were outstanding for a period of more than 6 (six) months. Our business requires a significant amount of working capital, which varies depending upon the payment by our clients who are mainly the Government agencies. Therefore, delayed collection of receivables could adversely affect our business, prospects, results of operations and financial condition.

15. *Our Company has entered into transactions with related party and may continue to do so in the future, which may potentially involve conflicts of interests with the Equity Shareholders.*

Our Company has entered into various transactions with related parties.

(₹ in Lakh)

Period	Related Party Transactions (During the Year)	Related Party Transactions (Outstanding Balance)
FY 2016-17	58.25	2,170.56
FY 2015-16	77.51	1,266.07

While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, we may enter into related party transactions in the future. Such agreements may give rise to conflicts of interest with respect to dealings between us and such related parties. For further details, please refer to the section titled "Financial Information" beginning on page 69 of this Draft Letter of Offer.

16. *The shareholding of our Promoter and Promoter Group has seen a decline from the quarter ended March 31, 2016 to the quarter ended March 31, 2017.*

Our Promoter and Promoter Group have further diluted their shareholding in our Company by 11.59% in the quarter ending March 31, 2017 as compared to the quarter ending March 31, 2016, in order to generate funds and offer unsecured loans to our Company, so as to ensure sufficient liquidity and facilitate the conduct of our business. Any further dilution in the shareholding of the Promoter and Promoter Group may adversely affect our stock prices and market perception about our Company and our Promoter and Promoter Group.

17. *As on June 30, 2017, the percentage of the shareholding of the Promoter and the Promoter Group, which has been charged by way a pledge, stands at 75.92% of their total shareholding, as against 51.15% as on March 31, 2016.*

As on June 30, 2017, our Promoter and Promoter Group hold 30.60% shareholding in our Company. For the quarter ending June 30, 2017, the portion of the shareholding of our Promoter and Promoter Group over which a charge has been created by way of pledge, has increased by 24.77%, resulting in a pledge being created on 75.92% of the total shareholding held by them for the purpose of meeting working capital requirement and for expenses incurred in the ordinary course of business of our Company. Any default under the terms and conditions of such transactions may result in the pledgee exercising the right to acquire, sell or otherwise dispose of these Equity Shares which shall further lead to a dilution of the holding of our Promoter and Promoter Group in our Company. Such dilution may adversely impact the trading price of the Equity Shares of our Company.

18. *Our Company and our Promoter and Promoter Group have created a charge on their assets to secure the interests of our lenders.*

As on March 31, 2017, our Company has availed financial facilities aggregating to ₹ 600 Lakh from Bank of India and the same have been secured by way of creating a charge on certain assets of our Company and our Promoter and Promoter Group.

Therefore, in the event that we are unable to generate sufficient profits in the future, or any default by us in performance of our obligations, we may be unable to repay our outstanding liabilities and suffer a further decline in the value of our assets.

19. *Our Promoter and members of our Promoter Group have offered personal guarantees in relation to certain debt facilities availed by our Company. Withdrawal of such guarantees could obligate our Company to repay the outstanding loan and seek funding from alternative sources, which could adversely affect our financial condition.*

Our Promoter and members of the Promoter Group have offered personal guarantees in relation to all the secured debt facilities availed by our Company. In the event our Promoter or members of the Promoter Group withdraw or terminate their guarantees, the lender for such facilities may demand substitute guarantees or immediate repayment of amounts outstanding under such facilities, or terminate such facilities. In the event of occurrence of the abovementioned scenarios, we may not be successful in procuring guarantees to the satisfaction of the lenders and consequently, may need to repay the amounts outstanding under such loan facilities or seek alternate sources of funds, which could adversely affect our financial condition.

20. *Our agreement with our lender for financial arrangement contains restrictive covenants for certain activities and if we are unable to get the approval of our lender, it might restrict our scope of activities and impede our growth plans.*

Our Company has entered into an agreement with Bank of India for a loan facility, which is currently subsisting. We may incur additional indebtedness in the future and our ability to meet our debt service obligations and to repay our outstanding borrowings depends primarily on the revenue generated by our business. Any failure to make payments of interest and principal on our outstanding indebtedness within the

stipulated time period may result in a fall in our creditworthiness. Additionally, during any period in which we are in default, we may be unable to raise, or face difficulties in raising further finance.

Further, our financing agreement contains certain restrictive covenants that limit our ability to undertake certain types of transactions, which may adversely affect our business and financial condition. Covenants under our financing agreements include restrictions on:

- Alteration of our capital structure in any manner;
- Formulation of any scheme of amalgamation or reconstruction;
- Implementation of any scheme of expansion, diversification, capital expenditure, except normal replacements indicated in funds flow statement submitted to and approved by the aforementioned bank;
- Undertaking guarantee obligations on behalf of any company/firm/person;
- Approaching the capital market for mobilizing additional resources in the form of either debt or equity;
- Selling, disposing-off or creating security or encumbrances on the assets charged to the lender;
- Opening any account with any other bank.

Failure to meet the conditions listed above or obtain consents from the lender, as may be required, could have significant consequences for our business and financial condition. Any default(s) under our financing agreements that are not waived by our lender or are not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities, and may materially and adversely affect our ability to conduct our business or implement our business plans.

21. *We depend on a certain key entity for technical know-how through certain contractual arrangements, and our business results of operations and financial condition may be adversely affected if we are unable to continue with our contractual arrangements or if there are any material changes in the said agreements.*

We had entered into an agreement with ISRO for the transfer and marketing rights of the IGiS software as well as the license to utilize the know-how for production, marketing of the IGiS software in India and abroad. By virtue of this agreement, ISRO has provided domain expertise regarding image processing and GIS functionality to our Company. This association was an outcome of a successful bidding and an award of a technical tender issued by ISRO, in furtherance of which the first agreement was executed on April 2, 2009, for a period of 3 years. This agreement was renewed on April 14, 2012, for a period of 5 years, which was valid till April 13, 2017. On June 7, 2017, the said agreement was subsequently renewed for a period of 10 years and will remain valid till June 6, 2027 which would enable us to continue our affiliation with ISRO.

Though we share a good contractual and business relationship with ISRO, there can be no assurance that we will be able to retain the relationship in future. If our Company is unable to continue this relationship with ISRO in future, our Company would not be in a position to utilize this association with ISRO as a marketing strategy. Further, our Company would be required to retain in-house domain experts to fulfill the domain input requirements, which may have an adverse impact on our Company's financial condition by way of higher costs of marketing or increased manpower costs.

22. *Our Company has significant business through contracts entered into by it with entities or organizations owned by or set up by the government for a significant portion of our revenues which may expose us to risks, including additional regulatory scrutiny, delayed receipt of collectibles and pricing pressure.*

Our Company has been awarded various contracts by the organizations and entities set up or owned by government agencies, and the results of operations primarily depend on the same. These contracts with government agencies are subject to various uncertainties, restrictions, profit and cost controls. As a result, such government agencies may terminate our contracts on account of any potential non-performance of the contract terms and such termination may result in a forfeiture of the performance bank guarantee issued by our Company, in favour of such government agencies. Since these contracts with government agencies represent a significant majority of our revenues, the loss of such contracts could have a material adverse impact on our financial condition as well as the results of operations.

There may be delays associated with collection of receivables from government agencies, which could affect our liquidity and the results of operations. We may also have to abide by any further government regulations for these contracts with government agencies, which may impact the manner in which we transact business as well as may lead to additional costs on the results of operations.

Further, any change in the present government may lead to changes in the government policies which may significantly change the nature and terms of the contracts with government agencies or result in termination of the same, which shall, consequently, have an adverse effect on the revenue earned by our Company.

- 23. *Our projects have a long gestation period and our accounting statements reflect the financial performance of the projects undertaken and/or completed in a particular period. A comparison of our financial performance over different periods may not reflect or accurately predict the future growth and performance of our Company.***

Our projects are spread over a long period of time and our accounting statements may continue to be subject to variations depending on the stage of the projects. This may cause us to record higher revenue in certain periods compared to others. In addition, if our rate of growth slows over time, variations in our accounting statements may become more pronounced, and the results of operations and financial condition may be adversely affected.

- 24. *Our Company may not have sufficient insurance coverage to protect us against possible losses arising from loss of assets.***

Our operations and premises are subject to inherent risks, such as defects, fire, riots, strikes, explosions, and natural disasters. While our Company has procured insurance, the same may not be adequate in all instances and may not cover all causes of damage. Thus, in the event of any actual loss or damage, the insurance proceeds may not be adequate to fully cover the substantial liabilities, losses in revenue or increased expenses which our Company may incur on account of such damages. Any large un-insured loss suffered by our Company, may have an adverse impact on our business, the results of operations and financial condition.

- 25. *Our R&D efforts may not succeed in enhancing the products and services offered by us resulting in significant revenue or other any other financial benefits in the future.***

We have incurred substantial expenses for our R&D in the past which has been capitalized in accordance with our accounting policies. We expect to continue to dedicate a portion of our financial and other resources to our R&D efforts for new versions of the software developed by us and for enhancing current capabilities in order to maintain our competitive position. However, investing in R&D, developing new products and enhancing existing products is expensive and time consuming, and there is no assurance that such activities will result in significant new marketable products or enhancements to our products, design improvements, cost savings, revenues or other expected benefits. If we spend significant time and effort on R&D and are unable to generate an adequate return on our investment, our business and the results of operations may be materially and adversely affected.

- 26. *Though our Company has an operating history in providing GIS technology since nearly a decade, owing to the nature of the industry, we may still not have sufficient experience to address risks frequently encountered in this business.***

During FY 2007-08, our Company commenced the diversification of business activities into GIS and other information system activities and is currently one of the leading providers of GIS technology. In the GIS technology business, our competitors are large multi-national companies, who have been in this field since last four decades. Compared to us, our competitors have a higher level of penetration in the market. We may not have sufficient marketing reach as compared to our competitors to address any risks or issues arising with regard to the successful positioning of our products in the market.

As a result, we may be unable to generate timely revenues as estimated by us and our failure to successfully position our products in the market could materially and adversely affect our business, prospects, the results of operations and financial condition.

27. *Our Company's business of providing GIS solutions and services is a highly competitive business with a number of large and medium players in the industry and hence may take time to adequately penetrate the market.*

In the GIS solutions and services sector, our Company competes with a number of large and medium sized service providers. Success in achieving business is often dependent on the bidding and tender terms which may require sacrifice of margins. In such a scenario, our past performance may not be adequate to determine our Company's future prospects. Further, we may be exposed to risks associated with the abovementioned services provided by us, such as:

- hiring and retaining skilled personnel proficient in providing the services;
- ability to change and adapt to changing technology;
- competitive environment of the technology industry in India;
- shifting management bandwidth from product development to services.

We may also be required to incur additional expenditure to provide the relevant infrastructural facilities for provision of the services to our clients. In the event that we take time in penetrating the market, our business, operational efficiency, cash flows and financial position may be affected adversely.

28. *Delays or defaults in payments from our clients could result into a constraint on our cash flows.*

The efficiency and growth of our business depends on timely payments received from our clients. In the event, our clients default or delay in making payments and clearing their dues, we may not have adequate resources to fund our business and implement our growth plans. This could have an adverse effect on the results of operations and our financial condition.

29. *Any defects in the products or deficiency/delay in the services offered by our Company could expose us to costs and liabilities arising from claims made by our clients and adversely affect our reputation, revenues, operations and profitability.*

Due to our operations in the service sector, we may receive complaints and/or claims from our consumers with regard to our services. Such complaints and/or claims may be made against us on grounds of alleged deficiency/delay in services. Such complaints or claims may generate negative publicity concerning our service standards and product quality, reduce consumers' confidence and negatively impact our reputation.

As a result, our business, profitability and financial performance may be adversely affected and we may also have to incur additional costs to restore our image and reputation. In the event that complaints are received from our consumers and they escalate into legal claims, our image and market reputation could be adversely affected.

Further, our Company is often required to customize products and services to meet the specific requirements of our clients. Due to the technical nature of our products and services, meeting the specifications of each client may be a time-consuming process requiring our Company to invest in not only research and development but also in the development of the skills of our human resource. Delay in delivering the product may result in our Company losing clients to our competitors and also facing the risk of our products and services becoming obsolete due to constant change in the technology being used in our business. This may have an adverse impact on the profitability and revenues of our Company.

30. *Our Company's future success depends upon our ability to effectively implement our business and growth strategies, failing which, our growth and business may be adversely affected.*

Our Company's success will depend substantially on our ability to effectively implement our business and growth strategies. Our Company may not be able to execute our strategies in a timely manner or within our budget estimates or be able to meet the expectations of our consumers and other stakeholders. We believe that our Company's business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial and other internal controls.

Any inability to manage our business and growth strategies may adversely affect our Company's business, prospects, the results of operations and financial condition.

31. *Our success largely depends upon our Promoter and Promoter Group as well as our KMPs. Any loss of our senior managerial personnel could adversely affect the results of operations and our financial condition.*

Our experienced Promoter and Promoter Group as well as our KMPs have had significant contribution to our business, and our future success is dependent on their continued service, expert skills and knowledge. In the event of resignation or cessation of playing an active role in our business and growth plans, by any individual from our Promoter and Promoter Group or our KMPs, we may find it difficult to find a substitute for the talent and skills lost by us. Opportunities for KMPs in our industry are intense and it is possible that we may not be able to retain our existing KMPs or may fail to attract/ retain new employees at equivalent positions in the future. As such, loss of any individual from our Promoter and Promoter Group or our KMPs could adversely affect our business, the results of operations and financial condition and may also have an adverse impact on our goodwill.

32. *The present working and future success of our Company is correlated to high performing individuals and overall skill development of the employees.*

The present working and future success of our business significantly depends upon the quality of products and services provided by us. This quality is directly proportionate to the talent, knowledge and performance of the human resource hired, retained and utilized by us. From time to time, it may be difficult to attract and retain qualified individuals with requisite expertise required for our business demands, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. If we are unable to infuse new talent, retain talent or invest in skill development of our human resources, it could have a material adverse impact on the results of operations and our financial condition.

33. *Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm the results of operations and our financial condition.*

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, through collaborations, tie-ups, strategic alliances, partnerships or joint ventures across the country and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and negotiating with several potential partners, we have not entered into any definitive agreements. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and marketing functions and the diversion of management's time and focus from operating our business to addressing challenges pertaining to acquisition and integration.

Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could result in our failure to realise the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

34. *Our Company may be affected by changes in technology that relate to our business.*

Our Company operates in the technology industry which is constantly changing and is significantly governed and affected by scientific breakthroughs, developments, innovation, government policy and laws pertaining to information technology as well as intellectual property. These factors can affect the demand, pricing and value of our products and services which have already been developed and which are in the course of being developed. Currently, we are a single point business solution provider specializing in the areas of GIS, IP, GPS, GPR, PG and LBS. Our continued growth will depend upon our ability to sustain cutting edge technology solutions, adapt to the updated/superior/modified technology which we may be required to use with time and to train our executives in order to utilize the technology and the talents of our human resource to their maximum potential. In the event that we fail to adapt and match pace with the growth in technology and adoption of the

same through sufficient training of our executives, the same may adversely affect our business, prospects, the results of operations and financial condition.

35. *Our ability to pay dividend in the future will depend upon future earnings, financial conditions, cash flows, working capital and capital expenditure requirements.*

Our Company has not declared and paid dividend in the past. Our Company cannot give any assurance that dividend will be paid in future. The declaration and payment of any dividend in the future will be recommended by our Board of Directors, at their discretion, and will depend on a number of factors like our earnings, cash generated from operations, capital requirements and overall financial condition of our Company.

EXTERNAL RISK FACTORS

36. *Significant differences exist between the accounting principles of existing/erstwhile Indian GAAP as compared to Ind AS and IFRS, which investors may consider material to their assessment of our Company's financial condition.*

The Ministry of Corporate Affairs, pursuant to a notification dated February 16, 2015, has issued the Companies (Indian Accounting Standards) Rules, 2015 which lay down a roadmap for companies other than insurance companies, banking companies and non-banking finance companies for the implementation of Ind AS converged with IFRS.

As per the above mentioned notification, companies whose equity or debt securities are listed or are in the process of being listed on any stock exchange in India or outside India and having net worth of less than ₹ 50,000 Lakh, shall comply with Ind AS for the accounting periods beginning on or after April 1, 2017, with the comparatives for the periods ending on March 31, 2017. Accordingly, our Company would mandatorily be required to comply with Ind AS for the accounting periods beginning on or after April 1, 2017, with the comparatives for the periods ending on March 31, 2017.

Ind AS has fundamental differences with IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS. In this Draft Letter of Offer, we have not made any attempt to quantify the impact of the differences between Ind AS, IFRS and Indian GAAP as applied to our historical financial statements and our Company cannot assure the Investors that our financial condition, the results of operations, cash flow or changes in shareholders' equity will not appear materially different under Ind AS from that under Indian GAAP or IFRS and that if the Ind AS were to be applied to our historical financial statements prepared under Indian GAAP, there will not material difference in the applicable accounting policies and standards that will require material adjustments to our historical financial statements prepared under Indian GAAP.

Our Company has adopted Ind AS for the preparation of the unaudited limited reviewed financial results for the quarter ended June 30, 2017. Our Company may encounter difficulties in this transition to the Ind AS from Indian GAAP and in enhancing our management information systems for the same. There can be no assurance that the adoption of Ind AS will not adversely affect our Company's reported financial condition or results of operations.

37. *Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.*

Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. These exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the

future, the market price and liquidity of the Equity Shares could be adversely affected.

- 38. *There is no guarantee that the Rights Equity Shares issued pursuant to the Issue will be listed on the Stock Exchange in a timely manner or at all and any trading closures at the Stock Exchange may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, permission for listing of the Rights Equity Shares will not be granted until after those Rights Equity Shares have been issued and allotted. In addition, we are required to deliver this Draft Letter of Offer and Letter of Offer to SEBI and the Stock Exchange under the applicable provisions of the Companies Act and the ICDR Regulations. The trading approval shall be granted subject to the submission of all other relevant documents authorizing the issuing of Rights Equity Shares. There could be a failure or delay in listing the Rights Equity Shares on the Stock Exchange. Any failure or delay in obtaining the approval would restrict investors' ability to dispose of their Equity Shares. Further, a closure of, or trading stoppage on the Stock Exchange could adversely affect the trading price of the Equity Shares.

- 39. *The Issue Price of our Rights Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.***

The Issue Price of Rights Equity Share may not be indicative of the market price for our Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- (a) quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- (b) changes in revenue or earnings estimates or publication of research reports by analysts;
- (c) speculation in the press or investment community;
- (d) general market conditions; and,
- (e) domestic and international economic, legal and regulatory factors unrelated to our performance.

- 40. *Political instability or changes in the government or government policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally.***

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our Company and the market price and liquidity of the Equity Shares may be affected by such economic and/or political changes. While the current government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

- 41. *Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade as well as the worldwide financial markets. The Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries which may persist and occur in the future. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

42. *The occurrence of natural disasters may adversely affect our financial condition and the results of operations.*

The occurrence of natural disasters, including, but not limited to hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or the results of operations. The potential impact of a natural disaster on the Indian economy and the results of operations as well as our financial position is speculative, and would depend on numerous factors. We cannot assure you that such events will not occur in the future or that our financial condition and the results of operations will not be adversely affected by the same.

43. *General economic conditions in India and globally could adversely affect the results of operations.*

The results of operations and financial condition of our Company depend significantly on worldwide economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which in turn may adversely impact our Company's business, financial performance and operations. Our Company mainly derives revenue from operations in India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, volatility in inflation rates and various other factors. Accordingly, high rates of inflation in India could increase our Company's employee costs and decrease our operating margins, which could have an adverse effect on the results of operations.

Further the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our Company's business. A slowdown in the Indian economy could adversely affect the policy of the Government of India towards the industry in which our Company operates, which may in turn, adversely affect our financial performance and ability to implement our business strategy. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and the market price of the Equity Shares.

44. *Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.*

Any adverse revisions to India's credit ratings for domestic and international debt by any domestic or international rating agencies may affect the interest rates and other commercial terms at which financing facilities are available and adversely impact our ability to raise additional financing. This could have an adverse effect on our business, prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

PROMINENT NOTES

1. Issue of [●] Equity Shares of face value of ₹ [●]/- each for cash at a price of ₹ [●] per Rights Equity Share including a share premium of ₹ [●] per Rights Equity Share aggregating to an amount not exceeding ₹ 3,000 Lakh to the Eligible Equity Shareholders on a rights basis in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by them on the Record Date.
2. As on March 31, 2017, the Net Worth of our Company is ₹ 1,199.28 Lakh as described in the section titled "*Financial Information*" beginning on page 69 of this Draft Letter of Offer.

3. For details of our transactions with the related parties during FY 2016-17, the nature of such transactions and the cumulative value of such transactions, please see the section titled “*Financial Information*” beginning on page 69 of this Draft Letter of Offer.
4. There has been no financing arrangement whereby our Promoter and Promoter Group or our Directors have financed the purchase by any other person of our securities other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Letter of Offer with SEBI.

Investors may contact the Lead Managers for any complaint, clarifications and information pertaining to the Issue. Any clarification or information relating to this Issue shall be made available by the Lead Managers to the public and investors at large and no selective or additional information would be made available only to a section of the Investors in any manner. All grievances relating to ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs, giving full details such as name, address of the applicants, application number, number of Equity Shares applied for, Bid Amounts blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Bid-cum-Application Form has been submitted by the ASBA Bidder. For contact details please see chapter titled “*General Information*” beginning on page 32 of this Draft Letter of Offer.

SECTION III– INTRODUCTION

SUMMARY OF THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled “*Terms of the Issue*” beginning on page 113 of this Draft Letter of Offer:

This issue of Rights Equity Shares is being made by us as set forth below:

Rights Equity Shares to be Issued	[●] Equity Shares
Rights Entitlement for Equity Shares	[●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date.
Record Date	[●]
Face value per Equity Share	₹ 2 each
Issue Price per Rights Equity Share	₹ [●] per Rights Equity Share
Issue Size	Not Exceeding ₹ 3,000 Lakh
Equity Shares outstanding prior to the Issue	2,69,04,000 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●] Equity Shares
Script Code	ISIN: INE967B01028 BSE: 526544
Terms of the Issue	For more information, please see the chapter titled “ <i>Terms of the Issue</i> ” beginning on page 113 of this Draft Letter of Offer.
Use of Issue Proceeds	For more information, please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 113 of this Draft Letter of Offer.

Terms of Payment:

The full amount of Issue Price ₹ [●] per Rights Equity Share is payable on Application.

Due Date	Amount
On Application of the Rights Equity Shares	₹ [●] per Rights Equity Share which constitutes 100% of the Issue Price.

SUMMARY OF FINANCIAL STATEMENTS

The following tables set forth the summary of financial information derived from our Audited Financial Statements as on March 31, 2017. Our summary financial information presented below, is in ₹ Lakh and should be read in conjunction with the financial statements and the notes (including the significant accounting principles) thereto included in chapter titled “Financial Statements” beginning on page 69 of this Draft Letter of Offer.

Balance Sheet as at March 31, 2017:

	(₹ in Lakh)	
Particulars	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	538.08	538.08
Reserves and Surplus	661.20	613.08
	1,199.28	1,151.16
Non-current Liabilities		
Long-term borrowings	-	-
Deferred Tax Liabilities (Net)	42.79	21.98
Long-term Provisions	34.50	51.08
	77.29	73.06
Current Liabilities		
Short-term borrowings	2,792.84	1,528.50
Trade payables	1,060.41	689.40
Other current liabilities	118.42	111.67
Short Term Provision	284.48	-
	4,256.18	2,329.57
Total	5,532.75	3,553.79
ASSETS		
Non-current Assets		
Fixed Assets		
Tangible Assets	113.14	259.09
Intangible Assets	527.86	554.35
Intangible Assets under development	183.16	-
Non-current investment	186.00	186.00
Long-term Loans and Advances	94.92	76.29
Other Non-current Assets	565.78	15.88
	1,670.86	1,091.61
Current Assets		
Inventories	-	-
Trade Receivables	3,479.55	2403.66
Cash and Cash Equivalents	25.34	23.56
Short-term Loans and Advances	356.99	34.96
Other Current Assets	-	-
	3,861.99	2,462.18
Total	5,532.75	3,553.79

Statement of profit and loss for the year ended March 31, 2017:

(₹ in Lakh)

Particulars	As at March 31, 2017	As at March 31, 2016
Revenue from Operations	3,272.79	2,606.20
Other Income	47.94	123.67
Total Revenue	3,320.73	2,729.87
Expenses		
Cost of Materials Consumed	2,382.25	2,420.65
Increase in Inventories of Finished goods, Work-in-progress and Stock-in-trade	-	-
Employee Benefit Expense	89.00	91.18
Finance Costs	43.45	56.27
Depreciation Expense	84.60	93.37
Other Expenses	681.26	364.82
Total Expenses	3,280.56	3,026.29
Profit / (Loss) Before Exceptional and Extraordinary Items and Tax	40.17	(296.42)
Exceptional items	-	175.08
Profit / (Loss) Before Extraordinary Items and Tax	40.17	(471.50)
Extraordinary Items	28.77	-
Profit / (Loss) Before Tax	68.94	(471.50)
Current Tax	-	-
Deferred Tax Income (Net)	20.81	12.39
Profit / (Loss) for the Year	48.13	(483.89)
Earnings / (Loss) per Share		
Basic (₹)	0.18	(1.80)
Diluted (₹)	0.18	(1.80)
Face Value per Equity Share - ₹ 2		

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017:
(₹ in Lakh)

Particulars	As at 31st March, 2017	As at 31st March, 2016
A. Cash Flow From Operating Activities:		
Profit / (Loss) before Tax	40.17	(471.50)
Adjustments for:		
Depreciation Expense	84.60	93.38
Interest Paid	43.45	56.27
Exceptional Items	-	175.08
Interest Income	(9.94)	(1.46)
Profit on sale of Assets	(8.04)	
	110.07	323.27
Operating Profit / (Loss) Before Working Capital Changes	150.24	(148.23)
Inventories	-	438.04
Trade Receivables	(1,075.89)	(644.35)
Short-term Loans and Advances	(322.04)	(15.15)
Long-term Provisions	(16.58)	12.45
Long-term Borrowings	-	(75.13)
Short-term Borrowings	1,264.34	27.95
Trade Payables	371.01	231.12
Other Current Liabilities	6.76	112.12
Other Current Provisions	284.48	-
Cash Generated from operation	662.32	(61.18)
Prior Period Expenses	-	9.63
Cash Flow After Extraordinary Items	662.32	(70.81)
B. Cash Flow From Investing Activities:		
Long –Term Loans And Advances	(18.64)	34.71
Proceeds from Sale of Fixed Assets	135.00	701.90
Purchases of Fixed Assets	(193.50)	(625.07)
Purchases of Long-term Investments	-	-
Net Cash Flow from / (used in) Investing Activities (B)	(77.14)	111.54
C. Cash Flow From Financing Activities:		
Interest Received	9.94	1.46
Interest Paid	(43.45)	(56.27)
Net Cash Flow (used in) / from Financing Activities (C)	(33.51)	(54.81)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	551.67	(14.08)
Cash and Cash equivalents at the beginning of the year (31/3/2016)	39.45	53.53
Cash and Cash equivalents at the end of the year (31/3/2017)	591.12	39.45

Notes:

- The Cash Flow Statement has been prepared under the “Indirect Method” as set out in Accounting Standard-3 on Cash Flow Statement.
- The previous year's figures have been regrouped wherever necessary to make them comparable with current year's figures.

GENERAL INFORMATION

Our Company was originally incorporated as 'Scanpoint Graphics Limited', a public limited company under the Companies Act, 1956 and was granted the certificate of incorporation on February 07, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 06, 1992 and commenced its business with one of its main objects being to carry on a business in graphic designing and offset printing pre-press activities. During FY 2007-08, our Company diversified its business activities to enter into GIS and information system activities and subsequently, pursuant to a special resolution of the shareholders dated September 10, 2007, the name of our Company was changed to 'Scanpoint Geomatics Limited'. A fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli on April 22, 2008.

Registered Office of our Company

Scanpoint Geomatics Limited

9, Mahakant Complex,
Opposite V. S. Hospital,
Ashram Road, Ahmedabad,
Gujarat, India - 380006,
Telephone: +91-79-26575365/71
E-mail: info@sgligis.com
Website: www.sgligis.com
CIN: L22219GJ1992PLC017073

Corporate Office

Scanpoint Geomatics Limited

12, Abhishree Corporate Park,
ISKCON- Ambli Road,
Ahmedabad- 380 058,
Gujarat, India.
Telephone: +91-2717-297096/98
Facsimile: +91-2717-297039
E-mail: info@sgligis.com
Website: www.sgligis.com

For more information on the changes in the name and Registered Office of our Company, please refer to the chapter titled "*History and Certain Corporate Matters*" beginning on page 58 of this Draft Letter of Offer.

Address of the ROC

Our Company is registered with the ROC, which is situated at the following address:

Registrar of Companies

ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad Gujarat, India - 380013

Company Secretary and Compliance Officer

Mr. Richi M. Shah

Scanpoint Geomatics Limited

12, Abhishree Corporate Park,
ISKCON- Ambli Road,
Ahmedabad- 380 058,
Gujarat, India.

Telephone: +91-2717-297096/98
Facsimile: +91-2717-297039
E-mail: cs@sgligis.com
Website: www.sgligis.com

Investors are advised to contact the Company Secretary and Compliance Officer or Registrar to the Issue or the Lead Manager for any pre-Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer / CAF / letter of allotment, Split Application Forms, Share Certificate(s) or refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Rights Equity Shares applied for, amount blocked, where the CAF or the plain paper application, was submitted by the ASBA Investors.

Chief Financial Officer

Mr. Kantilal V. Ladani
Scanpoint Geomatics Limited
12, Abhishree Corporate Park,
ISKCON- Ambli Road,
Ahmedabad- 380 058,
Gujarat, India.
Telephone: +91-2717-297096/98
Facsimile: +91-2717-297039
Email: kanti.l@sgligis.com
Website: www.sgligis.com

Lead Manager to the Issue

Vivro Financial Services Private Limited
Vivro House, 11, Shashi Colony,
Opposite Suvidha Shopping Center, Paldi,
Ahmedabad Gujarat, India – 380007.
Telephone: +91 79 40404242
Facsimile: +91 79 26650570
Email: denis@vivro.net
Website: www.vivro.net
Investor Grievance Email: investors@vivro.net
Contact Person: Mr. Anish Akruwala / Mr. Harish Patel
SEBI Registration Number: INM000010122
CIN: U67120GJ1996PTC029182

Registrar to the Issue

Link Intime India Private Limited
C 101, 1st Floor, 247 Park, LBS Marg,
Vikhroli (West), Mumbai, Maharashtra, India - 400083
Telephone: + 91-22-4918 6200
Facsimile: + 91-22-4918 6195
Email: sgl.rights@linkintime.co.in
Website: www.linkintime.co.in
Investor Grievance Email: sgl.rights@linkintime.co.in
Contact Person: Mr. Sumeet Deshpande
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

Legal Advisor to the Issue

Wadia Ghandy & Company (Ahmedabad)

Advocates & Solicitors

1st Floor, Chandan House,

Near Mayor's Bungalow,

Law Garden, Ahmedabad, Gujarat, India – 380006

Telephone: +91 79 26564700 / 26564800

Facsimile: +91 79 26564300

E-mail: tanvish.bhatt@wadiaghandy.com

Contact Person: Mr. Tanvish Bhatt

Statutory Auditor of our Company

Manoj Acharya & Associates

Chartered Accountants,

219, 2nd Floor, Ashirwad Market,

Kalupur, Ahmedabad - 380002

Telephone: +91-79-2216 7266

Email: manojca1991@gmail.com

Contact Person: Manoj Acharya

Membership No.: 45714

Firm Registration No.: 114984W

Peer Review Certificate No.: 002960

Bankers to our Company

Bank of India

Ahmedabad (Main) Branch,

Bhadra, Ahmedabad- 380001

Telephone: +91-79-2535 2380/3118

Facsimile: +91-79-25328871/1174

Email: ahmedabad.ahmedabad@bankofindia.com

Website: www.bankofindia.co.in

Contact Person: Mr. Anil Kumar Shrivastava

Bankers to the Issue and Refund Bank

The Bankers to the Issue and Refund Bank will be appointed prior to filing of Letter of Offer with the Stock Exchange.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above mentioned link.

Experts Opinion

Our Company has received written consent from the Statutory Auditors, Manoj Acharya & Associates, Chartered Accountants dated September 7, 2017 to include their name as an “expert” under Section 2(38) read with Section 26 of the Companies Act, 2013 in this Draft Letter of Offer in relation to their (i) audit report dated May 29, 2017 on the audited financial statements of our Company for FY 2017 provided under chapter titled “*Financial Statements*” beginning on page 69 of this Draft Letter of Offer, and (ii) the Statement of Tax Benefits dated August 3, 2017, provided under chapter titled “*Statement of Tax Benefits*” beginning on page 50 of this Draft Letter of Offer.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Issue Opening Date	[•]
Last Date for request for Split Application Forms	[•]
Issue Closing Date	[•]

The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not be kept open in excess of 30 (thirty) days from the Issue Opening Date.

Statement of responsibilities of the Lead Manager to the Issuer

Vivro Financial Services Private Limited is the Lead Manager to the Issue and all the responsibilities pertaining to coordination and other activities, in relation to the Issue, shall be performed by them. The various activities have been set forth below:

Sr. No.	Activities
1.	Capital structuring with relative components and formalities such as type of instruments, etc.
2.	Due diligence of the Company, drafting and design of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the CAF and of the advertisement or publicity material including newspaper advertisements and brochure / memorandum containing salient features of the Offer Document.
3.	Selection of various agencies connected with the Issue, namely Registrars to the Issue, Bankers to the Issue, printers, advertising agencies, etc. as may be applicable.
4.	Drafting and approval of all publicity material including statutory advertisements, corporate advertisements, brochures, corporate films, etc.
5.	Liaisoning with the Stock Exchange and SEBI for pre-Issue activities, including for obtaining in-principle listing approval and completion of prescribed formalities with the Stock Exchange and SEBI.
6.	Post-Issue activities, which shall involve essential follow-up steps including follow-up with Bankers to the Issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the Issuer about the closure of the Issue, based on correct figures, finalisation of the basis of Allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Issue, Self-Certified Syndicate Banks, etc.

Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Issue of the Equity Shares being offered under the Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (fifteen) days from the Issue Closing Date. If there is any delay in the refund of the subscription amount of more than 8 (eight) days after our Company becomes liable to pay the subscription amount (i.e. 15 (fifteen) days after the Issue Closing Date), our Company shall pay interest for the delayed period, at such rates as prescribed under the Companies Act, 2013.

Credit rating

This being a Rights Issue of Equity Shares, no credit rating is required.

Debenture Trustee

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Book Building Process

As the Issue is a Rights Issue, the Issue will not be made through the book building process.

Monitoring Agency

In terms of Regulation 16(1) of the SEBI ICDR Regulations an issuer is required to appoint a monitoring agency if the issue size is in excess of ₹ 10,000 Lakh. Since the size of present Issue is less than ₹ 10,000 Lakh our Company is not required to appoint a monitoring agency for the purpose of this Issue. Our Board and the Audit Committee of our Board will monitor the use of proceeds of this Issue in accordance with applicable law.

Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution.

Issue Grading

As the Issue is a Rights Issue, grading of the Issue is not required.

Principal Terms of Loans and Assets charged as Security

For the principal terms of loans and assets charged as security, please refer to the chapter titled “*Financial Statements*” beginning on page 69 of this Draft Letter of Offer.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Draft Letter of Offer is set forth below:

(₹ in Lakh, except the shares data)		
	Aggregate value at face value	Aggregate value at Issue Price
A. AUTHORIZED SHARE CAPITAL		
6,50,00,000 Equity Shares of ₹ 2 each	1,300.00	-
B. ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
2,69,04,000 ⁽¹⁾ Equity Shares of ₹ 2 each	538.08	-
C. PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS DRAFT LETTER OF OFFER⁽²⁾		
[●] Equity Shares at an Issue Price of ₹ [●] per Equity Share	[●]	[●]
D. ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE ISSUE		
[●] ⁽³⁾ Equity Shares of face value of ₹ 2 each fully paid up	[●]	[●]
E. SECURITIES PREMIUM ACCOUNT		
Before the Issue	NIL	
After the Issue	[●]	

⁽¹⁾ During the FY 2009-10, BIFR passed an order dated February 24, 2010 as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985, pursuant to which, in terms of Section 18(2)(f) of the said Act, there was a reduction in the Share Capital of our Company by 80% and consequent to such reduction, the face and paid up value per Equity Share of our Company was reduced to ₹2/- from ₹10/-.

⁽²⁾ The Issue has been authorised by a resolution of our Board passed at its meeting held on December 14, 2016, pursuant to Section 62 of the Companies Act, 2013.

⁽³⁾ Assuming full subscription for and allotment of the Rights Entitlement

Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of this Draft Letter of Offer, which would entitle the holders to acquire further Equity Shares.
- None of the Equity Shares held by our Promoter and Promoter Group are pledged with any banks or institutions, locked-in or otherwise encumbered except for holding by Karnavati Infrastructure Projects Limited, whose 62,50,842 Equity Shares are encumbered out of 71,59,700 Equity Shares held by it.
- No Equity Shares have been acquired by the Promoter or members of the Promoter Group in the year immediately preceding the date of this Draft Letter of Offer with the Designated Stock Exchange.

5. **Subscription to the Issue by the Promoter and Promoter Group:**

The following Promoter and the Promoter Group of our Company through their letters dated September 21, 2017 (the "**Subscription Letters**") have confirmed that they intend to subscribe to the full extent of their Rights Entitlement in the Issue and to the extent of the unsubscribed portion of the Issue:

1. Mr. Rameshchandra K. Sojitra
2. Mrs. Leelavanti R. Sojitra
3. Ms. Vaacha Sojitra
4. Mr. Vishwas Sojitra
5. Mr. Chirag J. Soni
6. Rameshchandra K. Sojitra HUF
7. Karnavati Infrastructure Projects Limited

Further, the Promoter and Promoter Group may also apply for Additional Rights Equity Shares along with their Rights Entitlement and / or renunciation.

Such subscriptions of Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding above their current percentage shareholding. Any acquisition of Additional Rights Equity Shares shall not result in change of control of the management of the Company in accordance with provisions of the SEBI Takeover Regulations and shall be exempt subject to fulfillment of the conditions of Regulation 10 of the SEBI Takeover Regulations. The members of the Promoter and Promoter Group acknowledge and undertake that their investment would be restricted to ensure that the public shareholding in the Company after the Issue does not fall below the permissible minimum level as specified in the Regulation 38 of SEBI Listing Regulations.

Our Company and certain members of the Promoter and Promoter Group, namely Karnavati Infrastructure Projects Limited, Mr. Rameshchandra K. Sojitra and Mrs. Leelavanti R. Sojitra have, through separate agreements each dated July 1 2017, consented to adjust the interest-free unsecured loans, amounting in aggregate upto ₹ 2,350.00 Lakh, extended by such members, to our Company, against monies payable by each of them, for the issue and Allotment of Rights Equity Shares by our Company to them towards their subscription (in part or full, as the case may be) in the Issue.

As such, other than meeting the requirements indicated in the chapter titled "*Objects of the Issue*" at page 45 of this Draft Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares, even if, as a result of any allotment in the Issue to our Promoter and / or the members of our Promoter Group, the shareholding of our Promoter and/or Promoter Group in our Company exceeds their current shareholding.

In case the Rights Issue remains unsubscribed and/ or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

6. The present Issue being a rights issue, as per regulation 34(c) of the ICDR Regulations, the requirements of promoters' contribution and lock-in are not applicable.
7. All the Equity Shares are fully paid-up as on the date of this Draft Letter of Offer, there are no partly paid up Equity Shares.
8. The ex-rights price arrived in accordance with Clause 4(b) of Regulation 10 of the SEBI Takeover Regulations, in connection with the Issue is ₹ [●].

Notes to the Capital Structure:

9. Shareholding Pattern of our Company

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchanges

(i) The shareholding pattern of the Equity Shares of our Company as on June 30, 2017, is as follows:

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying depositary receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	No. of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		No. of equity shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg. X	Class eg. Y	total								
(A)	Promoter & Promoter group	7	82,33,425	-	-	82,33,425	30.60	82,33,425	-	82,33,425	30.60	-	30.60	-	-	62,50,842	75.92	82,33,425
(B)	Public	8,781	1,86,70,575	-	-	1,86,70,575	69.40	1,86,70,575	-	1,86,70,575	69.40	-	69.40	-	-	N.A.		1,69,37,975
(C)	Non-Promoter-Non public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.		-
(C2)	Shares held by employee trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.		-
	Total	8,788	2,69,04,000	-	-	2,69,04,000	100.00	2,69,04,000	-	2,69,04,000	100.00	-	100.00	-	-	62,50,842	23.23	2,51,71,400

(ii) Statement showing shareholding pattern of our Promoter and Promoter Group as on June 30, 2017:

Cate gory (I)	Category of shareholder (II)	No. of sharehol ders (III)	No. of fully paid up equity shares held (IV)	No. of part ly paid up equi ty shar es held (V)	No. of shar es und erly ng dep osito ry rece ipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareho lding as a % of total no. of shares (calculat ed as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	No. of voting rights held in each class of securities (IX)				No. of shares underly ing outsta nding conver tible securit ies (includ ing warra nts) (X)	Shareholdin g as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+ (X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered* (XIII)		No. of equity shares held in dematerializ ed form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			N o. (a)	As a % of total shar es held (b)	No. (a)	As a % of total share s held (b)	
								Class eg. X	Cl ass eg. Y	total								
(1)	Indian																	
(a)	Individuals/Hindu undivided Family	6	10,73,725	-	-	10,73,725	3.99	10,73,725	-	10,73,725	3.99	-	3.99	-	-	N.A.		10,73,725
(i)	Mr. Rameshchandra K. Sojitra	1	3,12,420	-	-	3,12,420	1.16	3,12,420	-	3,12,420	1.16	-	1.16	-	-	N.A.		3,12,420
(ii)	Mr. Chirag Soni	1	2,97,575	-	-	2,97,575	1.11	2,97,575	-	2,97,575	1.11	-	1.11	-	-	N.A.		2,97,575
(iii)	Ms. Vaacha Sojitra	1	1,74,880	-	-	1,74,880	0.65	1,74,880	-	1,74,880	0.65	-	0.65	-	-	N.A.		1,74,880
(iv)	Mr. Vishwas Sojitra	1	1,48,030	-	-	1,48,030	0.55	1,48,030	-	1,48,030	0.55	-	0.55	-	-	N.A.		1,48,030
(v)	Mrs. Leelavanti R. Sojitra	1	88,860	-	-	88,860	0.33	88,860	-	88,860	0.33	-	0.33	-	-	N.A.		88,860
(vi)	Rameshchandra K. Sojitra HUF	1	51,960	-	-	51,960	0.19	51,960	-	51,960	0.19	-	0.19	-	-	N.A.		51,960
(b)	Central Government/ State Government (s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
(d)	Any Other (specify)	1	71,59,700	-	-	71,59,700	26.61	71,59,700	-	71,59,700	26.61	-	26.61	-	-	62,50,842	87.31	71,59,700
	Karnavati	1	71,59,700	-	-	71,59,700	26.61	71,59,700	-	71,59,700	26.61	-	26.61	-	-	62,50,842	87.31	71,59,700

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying depository receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	No. of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered* (XIII)		No. of equity shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg. X	Class eg. Y	total								
	Infrastructure Projects Limited																	
	Sub Total (A)(1)	7	82,33,425	-	-	82,33,425	30.60	82,33,425	-	82,33,425	30.60	-	30.60	-	-	62,50,842	75.92	82,33,425
(2)	Foreign																	
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7	82,33,425	-	-	82,33,425	30.60	82,33,425	-	82,33,425	30.60	-	30.60	-	-	62,50,842	75.92	82,33,425

(*) The term "Encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SEBI Takeover Regulations.

(iii) Statement showing holding of specified securities of public shareholders in our Company as of June 30, 2017:

	Category & name of shareholder (I)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying deposit receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) VIII	No. of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered* (XIII)		No. of equity shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			N o. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg. X	Class eg. Y	total								
1	Institutions																N.A.	
(a)	Mutual Funds/UTI	3	20,700	-	-	20,700	0.08	20,700	-	20,700	0.08	-	0.08	-	-		N.A.	-
(b)	Venture Capital funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(g)	Insurance companies	1	27,200	-	-	27,200	0.10	27,200	-	27,200	0.10	-	0.10	-	-		N.A.	-
(h)	Provident funds/ Pension funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
	Sub Total (B)(1)	4	47,900	-	-	47,900	0.18	47,900	-	47,900	0.18	-	0.18	-	-		N.A.	-
2	Central Government/ State Government/	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-		N.A.	100

	Category & name of shareholder (I)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying depositary receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) VIII	No. of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered* (XIII)		No. of equity shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg. X	Class eg. Y	total								
	President of India																	
	Sub Total (B)(2)	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	N.A.		100
3	Non-Institutions																	
(a)	Individuals																	
	i. Individual shareholders holding nominal share capital upto ₹ 2 Lakh	8,307	62,46,562	-	-	62,46,562	23.22	62,46,562	-	62,46,562	23.22	-	23.22	-	-	N.A.		46,70,162
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	22	78,22,742	-	-	78,22,742	29.08	78,22,742	-	78,22,742	29.08	-	29.08	-	-	N.A.		78,22,742
	Mr. Rajesh Chandubhai Thakkar**		30,00,000	-	-	30,00,000	11.15	30,00,000	-	30,00,000	11.15	-	11.15	-	-	N.A.		30,00,000
	Mr. Mayur Mukundbhai Desai**		9,33,276	-	-	9,33,276	3.47	9,33,276	-	9,33,276	3.47	-	3.47	-	-	N.A.		9,33,276
	Mr. Shaival Mayurbhai Desai**		7,46,302	-	-	7,46,302	2.77	7,46,302	-	7,46,302	2.77	-	2.77	-	-	N.A.		7,46,302
	Mr. Mukesh Purshottamdaas Patel**		5,01,413	-	-	5,01,413	1.86	5,01,413	-	5,01,413	1.86	-	1.86	-	-	N.A.		5,01,413
(b)	NBFCs																	

	Category & name of shareholder (I)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid up equity shares held (V)	No. of shares underlying depositary receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) VIII	No. of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered* (XIII)		No. of equity shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+C)			N o. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg. X	Class eg. Y	total								
	registered with RBI																	
(c)	Employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any other (specify)	447	45,53,271	-	-	45,53,271	16.92	45,53,271	-	45,53,271	16.92	-	16.92	-	-	N.A.		44,44,971
	NRI (Repat & Non-Repat)	126	4,18,398	-	-	4,18,398	1.56	4,18,398	-	4,18,398	1.56	-	1.56	-	-	N.A.		3,10,098
	Bodies Corporate	89	11,02,198	-	-	11,02,198	4.10	11,02,198	-	11,02,198	4.10	-	4.10	-	-	N.A.		11,02,198
	HUF	187	26,40,491	-	-	26,40,491	9.81	26,40,491	-	26,40,491	9.81	-	9.81	-	-	N.A.		26,40,491
	Clearing Members	45	3,92,184	-	-	3,92,184	1.46	3,92,184	-	3,92,184	1.46	-	1.46	-	-	N.A.		3,92,184
	Sub Total (B)(3)	8,776	1,86,22,575	-	-	1,86,22,575	69.22	1,86,22,575	-	1,86,22,575	69.22	-	69.22	-	-	N.A.		1,69,37,875
	Total public shareholding (B)= (B)(1)+(B)(2)+ (B)(3)	8,781	1,86,70,575	-	-	1,86,70,575	69.40	1,86,70,575	-	1,86,70,575	69.40	-	69.40	-	-	N.A.		1,69,37,975
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): NIL																		
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																		
Note: 1. *The term “Encumbrance ” has the same meaning as assigned under regulation 28(3) of SEBI Takeover Regulations. 2. ** The details of the Shareholders holding more than 1% of the share capital our Company are as disclosed above.																		

OBJECTS OF THE ISSUE

The Objects of the Issue are:

1. Repayment/prepayment, in full or in part, of certain identified unsecured loans availed by our Company; and
2. General corporate purposes.

(collectively, referred to hereinafter as the “Objects”)

We intend to utilize the gross proceeds raised through the Issue (the “**Issue Proceeds**”) after deducting the Issue related expenses (“**Net Proceeds**”) for the abovementioned Objects.

The main objects clause of our Memorandum of Association enables our Company to undertake its existing activities. The activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association. The borrowings availed by our Company, and which are proposed to be repaid/pre-paid in full or in part, from the Net Proceeds, are for activities carried out by us as enabled by the objects clause of our Memorandum of Association.

Issue Proceeds

The details of the Issue Proceeds are as follows:

(₹ in Lakh)	
Particulars	Estimated Amount
Gross proceeds to be raised through the Issue	Not Exceeding 3,000.00 ⁽¹⁾
Less: Issue related expenses	[•] ⁽²⁾
Net Proceeds	[•] ⁽²⁾

⁽¹⁾ Our Company and certain members of the Promoter and Promoter Group, namely Karnavati Infrastructure Projects Limited, Mr. Rameshchandra K. Sojitra and Mrs. Leelavanti R. Sojitra have, through separate agreements each dated July 1, 2017, consented to adjust the interest-free unsecured loans, amounting in aggregate upto ₹ 2,350.00 Lakh, extended by such members, to our Company, against monies payable by each of them towards their respective entitlement and additional subscription for unsubscribed portion, if any, for the issue and Allotment of Rights Equity Shares by our Company to them towards their subscription (in part or full, as the case may be) in the Issue. Consequently no fresh Issue proceeds would be received by our Company to such an extent.

⁽²⁾ To be finalized and updated in the Letter of Offer at the time of filing with the Stock Exchange.

Requirement of Funds and Utilization of Net Proceeds

The utilization of the Net Proceeds is as follows:

(₹ in Lakh)		
Sr. No.	Particulars	Estimated Amount to be Utilized
1	Repayment/prepayment, in full or in part, of certain identified unsecured loans availed by our Company	Upto 2,350.00
2	General Corporate Purposes*	[•]

* To be finalized upon determination of Issue Price. The amount shall not exceed 25% of the Net Proceeds from the Issue

Means of Finance

The Net Proceeds from the Issue will only be used for repayment / prepayment, in full or in part, of certain borrowings availed by our Company. The requirements of funds for the Objects detailed above are intended to be funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement for it to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue.

Details of the Objects of the Issue

1. Repayment/prepayment, in full or in part, of certain identified unsecured loans availed by our Company

Our Company proposes to utilize an estimated amount of upto ₹ 2,350.00 Lakh from the Net Proceeds of the Issue towards repayment/prepayment, in full or in part, of certain identified unsecured loans availed by our Company.

Our Company, in order to meet its working capital requirement and expenses incurred in the ordinary course of business, was in need of finance. In the absence of the possibility of raising financial support from banks/financial institutions, based on business considerations, the Company raised unsecured non-interest bearing loans from certain members of the Promoter and Promoter Group.

We believe that repayment/prepayment of our unsecured loans shall result in an increase in the Net Worth of our Company. This would lead to strengthening of the balance sheet of our Company which would serve the following dual purposes:

- (a) As the prequalification criteria for most of the larger projects would require an increased Net Worth, our Company would be eligible to bid for the same; and
- (b) Our Company would be able to raise need based investments and borrowings.

We believe that such repayment shall help in reducing the outstanding indebtedness of the Company and, enable utilization of the internal accruals for further investment in business growth and expansions. Additionally, it is our *bona fide* belief that an increased Net Worth of our Company will enable us to improve our credit ratings, which will further enable us to reduce our borrowing costs and increase the availability of non-funded limits from banks/financial institutions, which are essential to secure additional business. Since a major portion of our Company's business comprises of projects awarded by the government or its instrumentalities, availing non-funded limits from banks will enable our Company to secure its projects. Therefore, the repayment of the specified borrowings will improve our ability to raise further resources in the future to fund potential business development opportunities.

The following table provides details of the relevant terms of certain unsecured loans/facilities that are currently availed by our Company, out of which we may repay/prepay, in full or in part, any or all of its respective loans/facilities, without any obligation to any particular lender:

Sr. No.	Name of the Lender	Nature of Facility and Details of Document	Purpose	Amount Sanctioned (₹ in Lakh)	Principal Amount Outstanding as on June 30, 2017* (₹ in Lakh)	Rate of interest as on June 30, 2017 (% per annum)	Repayment Schedule
1.	Karnavati Infrastructure Projects Limited	Loan Agreement dated July 31, 2014 executed between Karnavati Infrastructure Projects Limited and our Company.	Meeting working capital requirement and for expenses incurred in the ordinary course of business	1,650.00	1,469.00	Nil	On Demand
2.	Mr. Rameshch	Loan Agreement	Meeting working capital	600.00	430.00	Nil	On Demand

Sr. No.	Name of the Lender	Nature of Facility and Details of Document	Purpose	Amount Sanctioned (₹ in Lakh)	Principal Amount Outstanding as on June 30, 2017* (₹ in Lakh)	Rate of interest as on June 30, 2017 (% per annum)	Repayment Schedule
	andra K. Sojitra	dated July 31, 2014 executed between Mr. Rameshchandra K. Sojitra and our Company.	requirement and for expenses incurred in the ordinary course of business				
3.	Ms. Leelavanti R. Sojitra	Loan Agreement dated May 30, 2015 executed between Mrs. Leelavanti R. Sojitra and our Company.	Meeting working capital requirement and for expenses incurred in the ordinary course of business	100.00	74.00	Nil	On Demand
Total				2,350.00	1,973.00	-	-

**Certified by M/s Talati & Talati, Chartered Accountants, vide their certificate dated August 31, 2017. Further, M/s Talati & Talati, Chartered Accountants have certified that these borrowing have been utilized for the purposes for which they were availed, as provided in the relevant loan agreements.*

An amount upto ₹ 2,350.00 Lakh, which has already been brought in to the Company, in the nature of identified unsecured loans, as per the details mentioned in the above table, is proposed to be adjusted against the Application Money to be received by the Company, for the subscription to the Rights Equity Shares to be allotted in this Issue, from the Promoter and members of Promoter Group, to the extent of their entitlement, renunciation of entitlement in favour of the Promoter and members of Promoter Group (if any) as well as Additional Shares to be applied for by the Promoter and members of Promoter Group.

2. General Corporate Purposes

Our Board will have flexibility in applying the balance amount, aggregating to ₹ [●] Lakh, towards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds of the Issue, including, meeting our working capital requirements, routine capital expenditure, funding our growth opportunities and strategic initiatives.

Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] Lakh. The expenses of the Issue include, among others, fees of the Lead Manager, fees of the Registrar to the Issue, fees of the other advisors, printing and stationery expenses, advertising, travelling and marketing expenses and other expenses.

The estimated Issue expenses are as under:

Particulars	Estimated Expenses (₹ in Lakh)*	% of Estimated Issue size*	% of Estimated Issue expenses*
Fees of the Lead Manager, Registrar to the Issue, Legal Advisor, Auditor's fees etc.	[•]	[•]	[•]
Statutory Advertising, Marketing, Printing & Distribution and ASBA processing fees	[•]	[•]	[•]
Regulatory fees, Filing fees, Stamp Duty, Listing Fees, Depository Fees and other miscellaneous expenses	[•]	[•]	[•]
Total estimated Issue expenses	[•]	[•]	100%

* Amount will be finalized at the time of filing Letter of Offer and on determination of Issue Price.

Appraisal of the Objects

None of the Objects for which the Net Proceeds will be utilized have been appraised by any agency.

Interim Use of Funds

Pending utilization for the purposes described above, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934. We confirm that pending utilization of the Net Proceeds for the Objects of the Issue, our Company shall not utilize the Net Proceeds for any investment in the equity markets, real estate or related products.

Bridge Loan

We have not raised any bridge loans which are required to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including any other short-term instrument like non-convertible debentures, commercial papers etc. pending receipt of the Net Proceeds.

Monitoring Utilization of Funds from Issue

As this is an Issue for an amount less than ₹ 50,000 Lakh, there is no requirement for the appointment of a monitoring agency. The Board or its duly authorized committees will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Issue Proceeds, including interim use, under a separate head along with details, for all such Issue Proceeds that have not been utilized. Our Company will indicate investments, if any, of unutilized Issue Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to the listing.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in the Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. The statement shall be certified by our Statutory Auditor. Further, in accordance with Regulation 32 of the Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement including deviations and variations, if any, in the utilization of the Issue Proceeds from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

Other Confirmations

Except for the part of the Net Proceeds that will be utilized towards the repayment/prepayment of certain unsecured loans availed by our Company from the members of our Promoter and Promoter Group, namely Karnavati Infrastructure Projects Limited, Mr. Rameshchandra K. Sojitra and Ms. Leelavanti R. Sojitra and payments made in

the ordinary course of business, there are no material existing or anticipated transactions and no part of the Net Proceeds will be paid as consideration to the members of our Promoter and Promoter Group, Directors, Group Companies or Key Management Personnel of our Company.

STATEMENT OF TAX BENEFITS

To
The Board of Directors,
Scanpoint Geomatics Limited
9, Mahakant Complex,
Opp. V. S. Hospital, Ashram Road,
Ahmedabad
Gujarat- 380006 India

Dear Sirs,

Sub: Statement of possible Direct Tax Benefits available in connection with proposed Rights Issue of Equity Shares (“the Issue”) of Scanpoint Geomatics Limited (“the Company”)

We report that the enclosed statement states the possible direct tax (viz. under the Indian Income Tax Act, 1961) benefits available to the Company or its shareholders under the current direct tax law referred to above, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The possible direct tax benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

- i) The Company or its shareholders will continue to obtain these benefits in future; or
- ii) The conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on the representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

This statement is intended solely for information and for inclusion in offer documents in relation to the Issue and is not to be used, circulated or referred to for any other purpose without our prior written consent.

Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time. No assurance is given that the revenue authorities/courts will concur with the views expressed in this Tax Benefit Statement. We do not assume responsibility to update the views consequent to such changes.

The views are exclusively for the use of the Company and shall not, without our prior written consent, be disclosed to any other person, except to the extent disclosure is otherwise permitted by the terms of our engagement.

Thanking you,

For **MANOJ ACHARYA & ASSOCIATES**
Chartered Accountants
Firm Regn. No. 114984W

Place : Ahmedabad.
Date : August 3, 2017

MANOJ ACHARYA
PARTNER
Membership No. 45714

STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO SCANPOINT GEOMATICS LIMITED (“THE COMPANY”) AND TO ITS SHAREHOLDERS

1. Under the Income-tax Act, 1961 (“the Act / IT Act”)

I. Special tax benefits available to the Company

There are no special tax benefits available under the Act to the Company.

II. General tax benefits available to Companies

- i) As per section 10(34) of the Act, any income by way of dividends referred to in section 115O received on the shares of any Indian company is exempt from tax. Such dividend is to be excluded while computing Minimum Alternate Tax (“MAT”) liability.
- ii) As per section 10(34A) of the Act, any income arising to the company in the capacity of shareholder on account of buy back of shares (not being listed on recognized stock exchange) by the other company as referred to in section 115QA is exempt from tax. Such income is to be excluded while computing Minimum Alternate Tax (“MAT”) liability.
- iii) As per section 10(35) of the Act, the following income will be exempt in the hands of the Company:
 - a) Income received in respect of the units of a Mutual Fund specified under clause (23D); or b) Income received in respect of units from the Administrator of the specified undertaking; or c) Income received in respect of units from the specified company; However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified Company or of a mutual fund, as the case may be.
- iv) As per section 32(iia) of the Act the company is entitled to additional depreciation at the rate of 20% on actual cost of new plant or machinery subject to conditions as prescribed over and above normal depreciation available under Act.
- v) Capital assets may be categorized into short term capital assets or long term capital assets based on the period of holding. Capital asset being share or any other security listed on a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified under section 10(23D) or a zero coupon bond held by the assessee for a period of more than 12 months are considered as long term capital assets. Consequently, capital gains arising on sale of these assets held for more than 12 months are considered as long term capital gains (“LTCG”). Capital gains arising on sale of these assets held for 12 months or less are considered as short term capital gains (“STCG”). In respect of any other capital asset, the holding period should exceed 36 months to be considered as long term capital asset except in case of share of a company (not being share listed on recognized stock exchange in India) wherein the holding period should exceed 24 months to be considered as long term capital asset.
- vi) As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- vii) As per section 10(38) of the Act, LTCG arising to the Company from the transfer of long term capital asset being an equity share in a company or a unit of an equity oriented fund or unit of a business trust where such transaction has been entered into on a recognized stock exchange of India and is chargeable to securities transaction tax (“STT”) will be exempt in the hands of the Company. Provided also that nothing contained in this clause shall apply to any income arising from the transfer of a long-term capital asset, being an equity share in a company, if the transaction of acquisition, other than the acquisition notified by the Central Government in this behalf, of such equity share is entered into on or after the 1st day of October, 2004 and such transaction is not chargeable to securities transaction tax under Chapter VII of the Finance (No. 2) Act, 2004. However, income by way of LTCG shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax (“MAT”) under section 115JB of the Act.
- viii) In accordance with section 112 of the Act, LTCG to the extent not exempt under Section 10(38) of the Act would be subject to tax at the rate of 20% (plus applicable surcharge and education cess) with indexation benefits. However, as per the proviso to Section 112 of the Act, if the tax on LTCG

is resulting from transfer of listed securities (other than unit) or zero coupon bonds, then LTCG will be chargeable to tax at the rate lower of the following: - a. 20% (plus applicable surcharge and education cess) of the capital gains as computed after indexation of the cost; or b. 10% (plus applicable surcharge and education cess) of the capital gains as computed without indexation.

- ix) Under section 54EC of the Act and subject to the conditions and to the extent specified therein, LTCG (in case not covered under section 10(38) of the Act) arising on the transfer of a Long Term Capital Asset would be exempt from tax if such capital gain is invested within 6 months from the date of such transfer in a “long term specified asset”. A “long term specified asset” means any bond, redeemable after three years and issued on or after 1st day of April 2007 by the: a. National Highways Authority of India constituted under Section 3 of The National Highways Authority of India Act, 1988; or b. Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 or any other bond notified by the Central Government in this behalf. The total deduction with respect to investment in the long term specified assets is restricted to ₹ 50 Lakh whether invested during the financial year in which the capital asset is transferred or in subsequent year. Where the “long term specified asset” are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- x) As per section 111A of the Act, STCG arising to the Company from the sale of equity share or a unit of an equity oriented fund or a unit of business trust, where such transaction is chargeable to STT will be taxable at the rate of 15% (plus applicable surcharge and education cess). Further, STCG as computed above that are not liable to STT would be subject to tax as calculated under the normal provisions of the IT Act.
- xi) As per section 70 read with section 74 of the IT Act, Short Term Capital Loss (“STCL”) computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years’ STCG as well as LTCG. However, the long term capital loss (“LTCL”) computed for a given year is allowed to be set off only against the LTCG. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years’ LTCG.
- xii) Business losses, if any, for an assessment year can be carried forward and set off against business profits for eight subsequent years.
- xiii) Unabsorbed depreciation, if any, for an assessment year can be carried forward indefinitely and set off against any sources of income in the same year or any subsequent assessment years as per section 32(2) of the Act subject to the provisions of section 72(2) and section 73(3) of the Act.
- xiv) As per section 115JAA of the Act, credit is allowed in respect of any MAT paid under section 115JB of the Act for any assessment year commencing on or after 1st day of April 2006. Tax credit to be allowed shall be the difference between MAT paid and the tax computed as per the normal provisions of the Act for that assessment year. The MAT credit is allowed to be set-off in the subsequent years to the extent of difference between MAT payable and the tax payable as per the normal provisions of the Act for that assessment year. The MAT credit shall not be allowed to be carried forward beyond fifteenth assessment year immediately succeeding the assessment year in which tax credit become allowable.
- xv) As per section 80JJAA, an assessee to whom section 44AB applies, shall be eligible for a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in the previous year, for 3 assessment years subject to conditions stipulated in the new section 80 JJAA.

The law stated below is as per the Income-tax Act, 1961 as amended by the Finance - Act, 2017 and on the assumption that the Equity Shares would not be held by the shareholders as stock-in-trade.

III. General tax benefits available to Resident Shareholders

- i) As per section 10(34) of the Act, any income by way of dividends referred to in section 115O received on the shares of any Indian company is exempt from tax. As per the Finance Act 2016, income by way of dividend in excess of ₹ 10 Lakh shall be chargeable to tax in the case of an individual, Hindu undivided family (HUF) or a firm who is resident in India, at the rate of 10% plus applicable surcharge and cess.

- ii) As per provisions of section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- iii) As per section 10(38) of the Act, LTCG arising from the transfer of a long term capital asset being an equity share of the company, where such transaction has been entered into on a recognized stock exchange of India and is chargeable to STT, will be exempt in the hands of the shareholder.
- iv) In accordance with section 112 of the Act, LTCG to the extent not exempt under section 10(38) of the Act would be subject to tax at the rate of 20% (plus applicable surcharge and education cess) with indexation benefits. However, as per the proviso to section 112 of the Act, if the tax on LTCG is resulting from transfer of listed securities (other than unit) or zero coupon bonds, then LTCG will be chargeable to tax at the rate lower of the following: - a. 20% (plus applicable surcharge and education cess) of the capital gains as computed after indexation of the cost; or b. 10% (plus applicable surcharge and education cess) of the capital gains as computed without indexation
- v) Under section 54EC of the Act and subject to the conditions and to the extent specified therein, LTCG (in case not covered under section 10(38) of the Act) arising on the transfer of a Long Term Capital Asset would be exempt from tax if such capital gain is invested within 6 months from the date of such transfer in a "long term specified asset". A "long term specified asset" means any bond, redeemable after three years and issued on or after 1st day of April 2007 by the: a. National Highways Authority of India constituted under section 3 of The National Highways Authority of India Act, 1988; or b. Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 or any other bond notified by the Central Government in this behalf. The total deduction with respect to investment in the long term specified assets is restricted to ₹ 50 Lakh whether invested during the financial year in which the capital asset is transferred or in subsequent year. Where the "long term specified asset" are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- vi) As per section 54F of the Act, LTCG in cases not covered under section 10(38) arising on the transfer of the shares of the company held by an Individual or Hindu Undivided Family (HUF) subject to conditions specified therein will be exempt from capital gains tax if the net consideration is utilized to purchase or construct one residential house in India. The residential house is required to be purchased within a period of one year before or two year after the date of transfer or to be constructed within three years after the date of transfer.
- vii) As per section 111A of the Act, STCG arising from the sale of equity shares of the company, where such transaction is chargeable to STT, will be taxable at the rate of 15% (plus applicable surcharge and education cess). Further, STCG as computed above that are not liable to STT would be subject to tax as calculated under the normal provisions of the IT Act.
- viii) As per section 70 read with section 74 of the IT Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG. However, the long term capital loss not covered under section 10(38) computed for a given year is allowed to be set off only against the LTCG. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG.
- ix) No income tax is deductible at source from income by way of capital gains under the present provisions of the Act in case of residents.

IV. General tax benefits available to Non-Resident Shareholders (Other than Foreign Institutional Investors ("FII's") / Foreign Portfolio Investors ("FPI's"))

- i) As per section 10(34) of the Act, any income by way of dividends referred to in section 115-O received on the shares of any Indian company is exempt from tax.
- ii) As per first proviso to section 48 of the Act, in case of a non-resident shareholder, the capital gain/loss arising from transfer of shares of the company, acquired in convertible foreign exchange, is to be computed by converting the cost of acquisition, sales consideration and expenditure incurred wholly and exclusively in connection with such transfer, into the same foreign currency which was

initially utilized in the purchase of shares. Cost Indexation benefit will not be available in such a case.

- iii) As per section 10(38) of the Act, LTCG arising from the transfer of long term capital asset being an equity share of the company, where such transaction has been entered into on a recognized stock exchange of India and is chargeable to STT, will be exempt in the hands of the shareholder.
- iv) As per section 112 of the Act, LTCG to the extent not exempt under section 10(38) of the Act, would be subject to tax at the rate of 20% (plus applicable surcharge and education cess) after giving effect to the first proviso to section 48 of the Act. If the tax payable on transfer of listed securities exceeds 10% of the LTCG, the excess tax shall be ignored for the purpose of computing tax payable by the assessee.
- v) Under section 54EC of the Act and subject to the conditions and to the extent specified therein, LTCG (in case not covered under section 10(38) of the Act) arising on the transfer of a Long Term Capital Asset would be exempt from tax if such capital gain is invested within 6 months from the date of such transfer in a "long term specified asset". A "long term specified asset" means any bond, redeemable after three years and issued on or after 1st day of April 2007 by the: (a) National Highways Authority of India constituted under section 3 of The National Highways Authority of India Act, 1988; or (b) Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956 or any other bond notified by the Central Government in this behalf. The total deduction with respect to investment in the long term specified assets is restricted to ₹ 50 Lakh whether invested during the financial year in which the capital asset is transferred or in subsequent year. Where the "long term specified asset" are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- vi) As per section 54F of the Act, LTCG (in cases not covered under section 10(38) arising on the transfer of the shares of the Company held by an Individual or Hindu Undivided Family (HUF) subject to conditions specified therein will be exempt from capital gains tax if the net consideration is utilized to purchase or construct one residential house in India. The residential house is required to be purchased within a period of one year before or two years after the date of transfer or to be constructed within three years after the date of transfer.
- vii) As per section 111A of the Act, STCG arising from the sale of equity shares of the Company, where such transaction is chargeable to STT, will be taxable at the rate of 15% (plus applicable surcharge and education cess). Further, STCG as computed above that are not liable to STT would be subject to tax as calculated under the normal provisions of the IT Act.
- viii) As per section 70 read with section 74 of the IT Act, STCL computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG. However, the LTCL not covered under section 10(38); computed for a given year is allowed to be set off only against the LTCG for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG.
- ix) In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident is considered resident in terms of such Tax Treaty. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident. As per section 90(4) of the Act, an assessee being a non-resident, shall not be entitled to claim relief under section 90(2) of the Act, unless a certificate of his resident in any country outside India, is obtained by him from the government of that country or any specified territory. As per section 90(5) of the Act, the nonresident shall also be required to provide such other information, as has been notified.
- x) As per clause (fb) and (iid) of Explanation 1 to section 115JB of the Act, the income from transactions in securities (other than STCG arising on transactions on which STT is not chargeable), interest, royalty, or fees for technical services arising to a foreign company, shall be excluded from the computation of book profit liable to MAT and the book profit shall be increased by the amount of expenditure corresponding to such income.

V. Special tax benefits available to Non-Resident Indians

- i) As per section 115C(e) of the Act, the term “non-resident Indians” means an individual, being a citizen of India or a person of Indian origin who is not a “resident”. A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.
- ii) As per section 115E of the Act, in the case of a shareholder being a non-resident Indian, and subscribing to the shares of the Company in convertible foreign exchange, in accordance with and subject to the prescribed conditions, LTCG on transfer of the shares of the Company (in cases not covered under section 10(38) of the Act) will be subject to tax at the rate of 10% (plus applicable surcharge and education cess), without any indexation benefit.
- iii) As per section 115F of the Act and subject to the conditions specified therein, in the case of a shareholder being a non-resident Indian, gains arising on transfer of a long term capital asset being shares of the Company which were acquired, or purchased with or subscribed to in, convertible foreign exchange, will not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act then this exemption would be allowable on a proportionate basis. Further, if the specified asset or saving certificates in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.
- iv) As per section 115G of the Act, non-resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
- v) As per section 115H of the Act, where non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to investment income derived from the investment in equity shares of the Company as mentioned in section 115C(f)(i) of the Act for that year and subsequent assessment years until assets are transferred to converted into money.
- vi) As per section 115I of the Act, a Non-Resident Indian may elect not to be governed by the provisions of “Chapter XII-A – Special Provisions Relating to Certain Incomes of Non-Residents” for any assessment year by furnishing a declaration along with his return of income for that assessment year under section 139 of the Act, that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.
- vii) In a situation where the shareholder transfers the shares of the Company, which are held as ‘long-term capital assets’ and such transaction is not covered by the provisions of section 10(38) of the Act as referred to earlier, the shareholder can consider availing the benefit as provided in section 54F of the Act. Shareholders being individuals can consider the conditions so stated in section 54F of the Act and examine the availability of the benefit based on their individual tax position.
- viii) In respect of non-resident Indian, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident is considered resident in terms of such Tax Treaty. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident. As per section 90(4) of the Act, an assessee being a non-resident Indian, shall not be entitled to claim relief under section 90(2) of the Act, unless a certificate of his resident in any country outside India, is obtained by him from the government of that country or any specified territory. As per section 90(5) of the Act, the nonresident Indian shall also be required to provide such other information, as has been notified.

VI. Benefits available to FIIs / FPIs Special tax benefits

- i) Under section 115AD(1)(ii) of the IT Act, income by way of STCG arising to the FII on transfer of shares shall be chargeable at a rate of 30%, where such transactions are not subjected to STT, and at the rate of 15% if such transaction of sale is entered on a recognised stock exchange in India and is chargeable to STT. The above rates are to be increased by applicable surcharge and education cess. Under Section 115AD(1)(iii) of the IT Act income by way of LTCG arising from the transfer of shares (in cases not covered under Section 10(38) of the IT Act) held in the company will be taxable at the rate of 10% (plus applicable surcharge and education cess). The benefits of indexation of cost and of foreign currency fluctuations are not available to FIIs. Further, for the purposes of section 115AD, FPIs would get similar treatment as available to FIIs.
- ii) As per section 196D(2) of the Act, no deduction of tax at source will be made in respect of income by way of capital gain arising from the transfer of securities referred to in section 115AD.
- iii) In respect of FIIs and FPIs, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FIIs/FPIs is considered resident in terms of such Tax Treaty. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident. As per section 90(4) of the Act, an assessee being a non-resident, shall not be entitled to claim relief under section 90(2) of the Act, unless a certificate of his resident in any country outside India, is obtained by him from the government of that country or any specified territory. As per section 90(5) of the Act, the non-resident shall be required to provide such other information, as has been notified.
- iv) As per clause (fb) and (iid) of Explanation 1 to section 115JB of the Act, the income from transactions in securities (other than STCG arising on transactions on which STT is not chargeable), interest, royalty, or fees for technical services arising to a FII, shall be excluded from the computation of book profit liable to MAT and the book profit shall be increased by the amount of expenditure corresponding to such income. 4. As per section 2(14) of the Act, any securities held by a FII / FPI which has invested in such securities in accordance with the regulations made under Securities & Exchange Board of India Act, 1992 would be treated as a capital asset only so that any income arising from transfer of such security by a FII / FPI would be treated in the nature of capital gains.

VII. Special tax benefits available to Mutual Funds

As per section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made thereunder, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorised by the Reserve Bank of India will be exempt from income tax, subject to such conditions as the Central Government may, by notification in the Official Gazette, specify in this behalf.

NOTES:

1. The statement of tax benefits enumerated above is as per the Income Tax Act 1961 including amendments as set out in the Finance Act 2017 (FA).
2. As per the FA, surcharge is to be levied on individuals, HUF, AOP, Body of Individuals and artificial juridical person, at the rate of 15% if their total income exceeds Rs 1 Crore; and in case of Firm, Co-operative Society and Local Authority at the rate of 12% if their total income exceeds ₹ 1 Crore.
3. Surcharge is levied on domestic companies at the rate of 7% where the income exceeds ₹ 1 crore but does not exceed Rs 10 crores and at the rate of 12% where the income exceeds ₹ 10 crores.
4. Surcharge is levied on every company other than domestic company at the rate of 2% where the income exceeds Rs 1 crore but does not exceed Rs 10 crores and at the rate of 5% where the income exceeds ₹ 10 crores.
5. A 2% education cess and 1% secondary and higher education cess on the total income is payable by all categories of taxpayers.
6. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Shares.

7. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.
8. This statement is intended only to provide general information to the investors and is neither designed nor intended to be substituted for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.
9. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
10. This statement of possible direct tax benefits enumerated above is as per the Act as amended by the FA.

Above are the possible tax benefits available to the shareholders under the current tax laws in India. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions. The benefits discussed above are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

SECTION IV – ABOUT US

HISTORY AND CERTAIN CORPORATE MATTERS

History and Background

Our Company was originally incorporated as ‘Scanpoint Graphics Limited’, a public limited company under the Companies Act, 1956 and was granted the certificate of incorporation on February 07, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 06, 1992 and commenced the business with one of our main objects being to carry on a business in graphic designing and offset printing pre-press activities. Our Equity Shares were offered to the public through an initial public offering in 1994. During FY 2007-08, our Company diversified the business activities to enter into GIS and information system activities and subsequently, pursuant to a special resolution of the shareholders dated September 10, 2007, the name of our Company was changed to ‘Scanpoint Geomatics Limited’ and a fresh certificate of incorporation consequent upon change of name was granted by the ROC, Gujarat, Dadra & Nagar Haveli on April 22, 2008. The CIN of our Company is L22219GJ1992PLC017073. Presently, the Equity Shares of our Company are listed on BSE.

Change in Registered Office of our Company

Upon incorporation, the Registered Office of our Company was at Gujarat, India. Thereafter, our Company shifted the Registered Office with effect from dates, details of which are set out below:

Date of Change of Registered Office	Old Address	New Address	Reason for Change
January 30, 1999	9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad, Gujarat, India - 380006	“Scan House”, B/H Town Hall, Ellisbridge, Ashram Road, Ahmedabad Gujarat, India - 380006,	Administrative Convenience
July 02, 2015	“Scan House”, B/H Town Hall, Ellisbridge, Ashram Road, Ahmedabad Gujarat, India - 380006,	9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad, Gujarat, India - 380006	Administrative Convenience

Corporate Structure of our Company

Our Company does not have any subsidiary or holding company except for Jyacad Solutions Private Limited, which is a wholly owned subsidiary of our Company incorporated on July 24, 2017.

Main Objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

1. To promote, establish, run or otherwise carry on the business of developing, reproducing, marketing, consulting, exporting, importing, buying, selling, distributing, processing, Information technology, servicing or dealing in providing software solutions in the field of Geomatics including Core Application Development for Geographical Information System (GIS), Image Processing (IP), Global Positioning System (GPS), Remote Sensing (RS), Ground Penetrating Radar (GPR) and Photogrammetry (PG) and advance module Network Analysis, 3-D Modeling, Neural Network, Terrain Analysis. Customization of GIS/IP/GPS/RS/GPR/PG Applications for Natural Resources Management, Resource Exploration and Extraction, Disaster Management, Urban Planning & Economic Development, Environment, Agriculture & Forestry, Land Usage, Real Estate, Registry and Tax Assessment, Infrastructure, Banking & Insurance, Telecommunication, Ground and Marine

Transportation, Defense & Security, Census and Elections, Healthcare, Emergency Response, Electric and Gas Utilities, Education. To provide GIS/IP/GPS/RS Services for Map Conversion, Survey and Mapping, Drainage, Hydromorphology, Desertification, Snow and Glacial Topography, Natural Resource Census, Advanced Digital Image Processing and Analysis, GPS Survey and mapping, Vehicle Tracking, Web GIS, Satellite Data Procurement, Satellite Data Processing, Data Preprocessing, Visual Image Interpretation, Digital Terrain Model Generation, Geomatics Educational activities, and to bring out newspapers, periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins, souvenirs, markets and other report books, booklets and other literary works and undertaking in respect of above object in any languages either at regular intervals or otherwise and whether for sale or free distribution.

2. To carry on in India or elsewhere in the world, either alone or jointly with one or more person, government, local or other bodies, foreign collaborator, the business to construct, build, later, take on lease purchase or acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, project, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent broker supervisor, administrator, contractor, subcontractor, turnkey contractor and manager of all types of constructions and development of all work in all its branches such as roads, ways, culverts, dams, bridges, canals, walls, railway, tramways, water tanks, reservoirs, warehouses, factories, buildings, structures, drainage and sewage works, water distribution on filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, schools, clubs, theatres, gardens, place of amusements, libraries, reading rooms, pavilions, vehicle stands, dairy farms, garages, rock drilling, aqueducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, hospitals, dharmashalas, residential and commercial premises, multi stories colonies, shop, complex, housing project, and other works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sort of lands and building and to carry on all or any to the foregoing activities for materials, goods, plants and machineries, equipment, accessories, parts, tools, fittings, articles, materials.
3. To promote, establish, run or otherwise carry on the business of developing, reproducing, prospecting, marketing, exporting, importing, buying, selling, distributing, displaying, processing, servicing or dealing in graphic designs and printing of all kinds and forms including symbols, logos, seals, flags, sing systems, books, calendars, packaging, screens and print designs, offset designs, industrial designs colour proofing, photo typesetting, text composing, colour scanning, laboratory testing required for preprinting operations, commercial arts, art distribution, craft printing, laser printing, offset printing, gravure printing, tin printing, photographic printing, binding, cutting, punching, laminating, box packaging , cartons packaging, corrugated packaging, engraving, flexography, plate making, block making, printing of packaging materials of all types including boxes of industrial purposes, containers box consumer goods, boilers, cover papers, fancy wrapping papers, waxed wrappers, gummed sheets and tapes, sophisticated bags, envelopes and consumer packages, cartons, containers, confectionery boxes, picnic packets, dust covers and jackets, packages wool, confetti and any other kinds of packaging aids and materials in the packaging, containers, cartons, envelopes from any form of paper, paper boards, cloth PVC plastic, nylon, cello phone, poly boards, to carry on the business of packaging in all its branches and all types of stationery and to trade or deal in and to print, and otherwise bring out any kind of newspapers, periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins, souvenirs, markets and other report books, booklets and other literary works and undertaking in any languages either at regular intervals or otherwise and whether for sale or free distribution.
4. To generate, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from conventional / non-conventional energy sources on a commercial basis and to construct, lay down, establish, operate, and maintain power/energy generating stations including buildings, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commixing, operating, running, leasing or transferring to third person/s, power plants and plants based on conventional or non-conventional energy sources, including hydro, thermal, solar, nuclear, biomass, natural gas, wind energy, diesel, or fuel or any other method / technology which has been in existence or which is developed over the time, for captive consumption as well as for accumulations solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works and similar projects and carrying on business as

manufacturer, producers, processors, makers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants distributors, consignors, jobbers, brokers, concessionaries, or otherwise deal in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to light cities, towns, streets, docks, market theaters, buildings and places, with public and private, suppliers and dealers in electrical and other application.

5. To carry on business as manufacturers, producers, processors, makers, converters refiners, importers, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kind of drugs, chemicals, pharmaceutical, medical and chemical preparations, articles and compounds thereof, dyes, cosmetics, toiletries, contraceptives, synthetic and manmade materials and fabrics of whatever nature, surgical, scientific, chemical, photographic and other apparatus.

Changes in the Memorandum and Articles of Association of our Company

Nature of Amendments	Date of Shareholders' Resolution
Change in Clause I of Memorandum of Association	
Change of name of our Company from 'Scanpoint Graphics Limited' to 'Scanpoint Geomatics Limited'.	September 10, 2007
Change in Clause III of Memorandum of Association	
Substitution of sub-clause A(1) of Clause III and adding sub-clauses A(2) to A(5).	December 27, 1996
Substitution of sub-clause A(1) of Clause III and deletion and replacement of sub-clause A(3) by previously existing sub-clause A(1).	April 12, 2008
Change in Clause V of Memorandum of Association	
Increase in the Authorized Share Capital from ₹ 1,00,00,000/- comprising of 10,00,000 Equity Shares of ₹ 10/- each to ₹ 6,00,00,000/- divided into 60,00,000 Equity Shares of ₹ 10/- each.	April 10, 1993
Increase in the Authorized Share Capital from ₹ 6,00,00,000/- comprising of 60,00,000 Equity Shares of ₹ 10/ each to ₹ 10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹ 10/- each.	November 11, 1993
Increase in the Authorized Share Capital from ₹ 10,00,00,000/- comprising of 1,00,00,000 Equity Shares of ₹ 10/- each to ₹ 13,00,00,000/- divided into 1,30,00,000 Equity Shares of ₹ 10/- each.	July 18, 1994
Clause V substituted by: 'The Authorized Share Capital of our Company is ₹ 13,00,00,000/- divided into 6,50,00,000 Equity Shares of ₹ 2/- each.'	March 22, 2010
Adoption of new Memorandum of Association	
Replacement of the then existing Memorandum of Association by adoption of a new set of Memorandum of Association of our Company.	September 30, 2015
Adoption of new Articles of Association	
Replacement of the then existing Articles of Association by adoption of a new set of Articles of Association of our Company.	September 30, 2015

Business Overview:

Upon incorporation as 'Scanpoint Graphics Limited', our Company was engaged in the business of designing and printing on apparels and textile products, papers, metals, glasses, plastics and other materials ("Identified Materials"). The advertisers, publishers, printing firms and various other companies from the packaging industry in India were the customers of our Company. The process, methods and technology used for designing and printing on the Identified Materials were rendered obsolete due to cheaper modes of printing as well as cheaper tools imported from China.

Considering the aforesaid, our Company deemed it commercially beneficial to branch out our business and we commenced the diversification of our business activities into GIS and other information system activities building on the in-depth knowledge of graphics and image processing, which our Company gained from our prior business experience.

Based on the experience gained by us in the GIS and related technology segment, we submitted our bid in response to the request for proposal issued by the SAC for the development of IGiS software, wherein our Company was successfully selected out of all the bidders. With the domain knowledge provided by ISRO, during and after the development of IGiS software, our Company initiated research for the indigenous development of GIS technology. With the joint efforts of ISRO and our Company, the IGiS software was developed and is now, along with the marketing rights, available with our Company for exploitation for the purpose of commercial development.

Our Company has increased the operations and currently has GIS projects in various states in India. The detail of our completed and ongoing works with respect to various GIS projects is as follows:

Completed Projects:

State/City/ Town	Projects	Relevant Government Department	Value of work allotted to our Company (₹ in Lakh)	Year of Award	Year of Completi on
Surat, Gujarat	Design, development and implementation of web based GIS application along with GIS database at Surat Municipal Corporation.	Surat Municipal Corporation	411.95	2012	2016
Tripura	DPR of GIS, Dhalai District	Government of Tripura, Office of the District Magistrate and Collector, Dhalai District	135	2012	2013
Gandhinagar, Gujarat	GIS Base Government Land Allotment for public Utility Purpose Application – Arvali District	Settlement Commissioner & Directorate of Land Records, Gujarat State, Gandhinagar	10	2016	2017
Jaipur and 2 clusters, Rajasthan	Digitization of cadastral maps/revenue maps and integration with revenue records across Rajasthan.	Government of Rajasthan, Board of Revenue for Rajasthan, Ajmer.	108.52	2016	2017
Gujarat	Providing GIS as a service for planning and designing of overhead optical fiber network using PTLN.	Gujarat Informatics Limited	10.00	2016	2017

Ongoing Projects:

State/City/ Town	Projects	Relevant Government Department	Value of work allotted to our Company (₹ in Lakh)	Year of Award
Gandhinagar, Gujarat	NLRMP – Amreli District Re-survey	Settlement Commissioner and Directorate of Land Records, Gujarat State, Gandhinagar	1,282.25	2013
Bikaner-B Zone, Rajasthan	Establishment of ground control network, conducting survey/resurvey and updation of the survey and settlement (records) operations in Rajasthan.	CEO, RBAAS and Settlement Commissioner, Rajasthan, Jaipur.	44.62	2016
Jodhpur-B Zone, Rajasthan	Establishment of ground control network, conducting survey/resurvey and updation of the survey and settlement (records) operations in Rajasthan.	CEO, RBAAS and Settlement Commissioner, Rajasthan, Jaipur.	5,084.82	2016
Pune, Maharashtra	Base Map Preparation, Implementation and post Implementation of Enterprise GIS Application	Pune Municipal Corporation	381.93	2016

We have also participated in the bidding for GIS projects initiated by the government in West Bengal & New Delhi, but the evaluation of same is pending with respective authority. It will help us not only in improving our expertise but also expand our client base and strengthen our market share in the geomatics industry.

Our Company facilitates the management and processing of spatial data so that it may be used in GIS. Since geomatics projects require mapping of features, our Company supports EDM and DGPS survey from which relevant data is derived by IGI. The products of our Company facilitate interpretation of spatial data, enable the visualization, process raw images and other geospatial data to generate maps and/or images, provide all tools needed to insert data on a map and, display the same efficiently. Through IGI, any type of data can be converted into a user-friendly format, to meet client-specific needs. Therefore, through the above mentioned software, our Company solves geo-locational and attribute-based queries and creates interactive display which links reports, graphs, tables, and other elements to the data.

We believe that the GIS industry in India has great potential for growth. Various sectors have emerged where the application of GIS is at a nascent stage and which present profitable opportunities for research, development and application of GIS products and services. An example of this is the ‘smart cities’ projects initiated by the Central Government of India for various towns and cities of India which shall require the use of geospatial technologies and GIS services similar to those offered by our Company. The growth of the geospatial industry in India may allow our Company to expand our client-base and enter into business dealings with various private entities in addition to governmental organizations.

Our Company has three key products viz. IGiS, Q-Pad and ERP Solutions which are described as follows:

1. IGiS:

IGiS, as developed by our Company jointly with ISRO, Government of India, has wide-ranging applications and is useful for analysing satellite data. In the last few years, various versions of IGiS have been developed. In 2011, IGiS version 1.1 was launched which is a cost-effective commercial solution, providing highly scalable geospatial platform for desktop, enterprise, mobile, web and the cloud. IGiS can be incorporated with user defined features and automation tools through Spatial Graphics Language (Software Development Kit). Further, it can be customized for web GIS applications, performance optimization for dedicated applications and various other application needs. IGiS manages a large amount of data with ease which in turn saves time and increases productivity and can enable businesses to enhance supply chain management, logistics, operations, mobile resource management, marketing and sales analysis, customer resource management and strategic decision making. It provides a visual tool for business process management and business intelligence.

2. Q-Pad:

Our Company has also developed Q-Pad which is a mobile GIS application which operates on Windows CE based hand-held device and which can access the data of IGiS Server. Q-Pad is extensively used for conducting surveys and data collection through the GPS, map navigations and GIS data analysis and provides facility for point data collection, based on active background themes.

3. ERP Solutions:

Our Company also provides ERP Solutions, which is an enterprise system driven to look after the basic internal processes of a company and also help integrate the software modules for the same. ERP Solutions provided by our Company provide corporations and organizations with an integrated real-time view of the production, order processing, and inventory management, cash inflow/outflow, raw material and production capacity, which are bound together by the ERP applications software and a common database.

In addition to the abovementioned products, our Company also provides services such as web GIS Services, spatial function web services and SDK based application development for various industries along with surveying, mapping and consulting in relation to geomatics projects.

Major Events of our Company

Year	Events
1992	Our Company was incorporated with the name of 'Scanpoint Graphics Limited'.
1994	Our Company made an Initial Public Offering of 60,00,000 Equity Shares of face value ₹ 10/- each at an issue price of ₹ 10/- each.
2005	BIFR Bench -I declared our Company as a sick company in the hearing of Case Number 225/2003.
2008	The net worth of our Company had turned positive and therefore, our Company ceased to be a sick company in terms of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 vide BIFR order dated March 3, 2008.
2008	Change in name of our Company from "Scanpoint Graphics Limited" to "Scanpoint Geomatics Limited" and issuance of Certificate of Incorporation consequent upon the change of name of our Company.
2009	Certificate from Geoinformatics and Database Division, Geoinformatics Techniques and Development Group, Remote Sensing Applications Area, Department of Space, SAC, ISRO certifying completion of Development of GIS software dealing with Core GIS, Image Processing, Advance Modules and Customization of Application showcases base on IGiS platform.
2009	'National Geomatics Award for Technology' for the development of IGiS 1.0., was conferred by ISG. The award was presented by the then Chief Minister of Gujarat, Shri Narendra Modi.
2009	Agreement between ISRO and our Company signed on April 2, 2009 at SAC Campus, Ahmedabad, for transfer and marketing rights of indigenous GIS software (IGiS software) and licence to our Company to utilize the know-how for production / marketing of the said IGiS software in India and abroad.

Year	Events
2009	‘Geospatial Product of the Year Award 2009’ for developing low-cost indigenous Integrated GIS and IGiS.
2009	BIFR Bench -III declared our Company as a sick company in the hearing of Case Number 02/2009.
2010	Pursuant to BIFR order dated February 24, 2010 sanctioning the rehabilitation scheme in terms of Section 18(4) read with Section 19(3) of the Sick Industrial Companies (Special Provisions) Act, 1985, the Share Capital of our company was reduced by 80% and consequent to such reduction, the face and paid up value per Equity Share of our Company was reduced to ₹ 2/- from ₹ 10/-.
2010	Issue of Equity Shares for ₹ 300 Lakh (150 Lakh Equity Shares of ₹ 2/- each) on preferential basis to Promoter and Promoter Group/their associates pursuant to order passed by BIFR dated February 24, 2010.
2011	Our Company ceased to be a sick company vide BIFR order dated August 17, 2011.
2012	‘National Award’ for the Successful Development & Commercialization of IGiS Technology, was conferred by “Technology Development Board (Department of Science & Technology)”, Government of India. The award was presented by former president of India, Dr. A P J Abdul Kalam.
2012	Renewal of agreement for license to utilize know how for production / marketing of the IGiS software was signed with ISRO.
2012	Work order from Town Planning Department, Surat Municipal Corporation for Design, Development and Implementation of Web based GIS application along with GIS database at Surat, Gujarat, India.
2013	‘Urban ICT Ratna Award’ conferred on the occasion of Urban Development Vision 2020 at Goa.
2015	Voluntary delisting of our Company from the Ahmedabad Stock Exchange Limited.
2016	Work order from Pune Municipal Corporation for Base Map Preparation, implementation and post implementation of enterprise GIS application, Pune, Maharashtra, India.
2016	Letter of acceptance from Government of Rajasthan for Establishment of Ground Control Network, Conducting Survey/Resurvey and Updation of Survey & Settlement (Records) Operations in Bikaner Zone and Jodhpur Zone, Rajasthan, India.
2016	Letter of acceptance from Government of Rajasthan, for execution of the work ‘Digitization of Cadastral Maps/Revenue Maps and Integration with revenue records across the State of Rajasthan’ in Jaipur and 2 cluster.
2017	‘Bharat Gaurav Award’ conferred to Mr. Rameshchandra K. Sojitra, Managing Director of our Company at the United Nations Head Quarters (New York).
2017	Renewal of agreement for license to utilize know how for production / marketing of the IGiS software was signed with ISRO.

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (three) and not more than 15 (fifteen) Directors on our Board of Directors. The following table sets forth certain details regarding the Board of Directors as on date of this Draft Letter of Offer:

Currently, our Company has 6 (six) Directors on our Board, comprising of 3 (three) Executive Directors, 1 (one) Non-Executive Director and 2 (two) Independent Directors, including one woman Director. The composition of the Board of Directors is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.

The Board of Directors of our Company comprises of the following members:

Sr. No.	Name, Address, Occupation, DIN, Term and Nationality	Age (years)	Other Directorships/ partnerships/ trusteeships/ memberships
1.	Mr. Rameshchandra K. Sojitra Address: A-502, Pushpvan Apartment, Near IOC Petrol Pump, Opp. Ruchir Bungalows, Judges Bungalows, Bodakdev, Ahmedabad – 380015, Gujarat, India. Designation: Managing Director Occupation: Business DIN: 00016149 Term: For a period of 5 years from May 25, 2016 to May 24, 2021. Nationality: Indian	53	1. Jyacad Solutions Private Limited
2.	Mr. Chirag J. Soni Address: 18/B, Purneshwar Flats, Gulbai Tekra, Ambawadi, Ahmedabad – 380015, Gujarat, India. Designation: Executive Director Occupation: Business DIN: 01684683 Term: For a period of 3 years from November 1, 2016 to October 31, 2019 Nationality: Indian	43	1. Diyatec Private Limited 2. Jyacad Solutions Private Limited
3.	Mr. Kantilal V. Ladani Address: C/4/14, Sagar Apartments, Near	50	1. Scan Press Limited

	Shyamal Cross Road Satellite, Ambawadi Vistar, Ahmedabad-380015, Gujarat, India			
	Designation: Executive Director			
	Occupation: Business			
	DIN: 00016171			
	Term: Liable to retire by rotation			
	Nationality: Indian			
4.	Mr. Dinesh J. Shah	63	1.	B. T. Syndicate Limited
	Address: Flat No 6, 2nd floor, Rajmilan Co-operative Housing Society, Phirozshah Mehta Road, Vile Parle (East), Mumbai – 400057, Maharashtra, India.			
	Designation: Non-Executive Independent Director			
	Occupation: Profession			
	DIN: 02377709			
	Term: For a period of 5 years from September 30, 2015 to March 31, 2020.			
	Nationality: Indian			
5.	Mr. Mitesh K. Sanghvi	39	1.	Prop Corporate Mentors Private Limited
	Address: 704-Shalibhadra Apartment, Pancheshwar Tower, Jamnagar – 361001, Gujarat, India		2.	Turnrest Resources Private Limited
			3.	Beta Resources Private Limited
	Designation: Non- Executive Non- Independent Director			
	Occupation: Profession			
	DIN: 07403394			
	Term: Not liable to retire by rotation			
	Nationality: Indian			
6.	Mrs. Pooja S. Shah	26	1.	Nandan Industries Private Limited
	Address: A/T/3, Rajvi Complex, Near Sonal Cross Road, Gurukul Road, Memnagar, Ahmedabad – 380052, Gujarat, India.			
	Designation: Non-Executive Independent Director (Additional)			

Occupation: Practicing Company Secretary

DIN:07441428

Term: For a period of 5 years from March 14, 2017 to March 13, 2022, subject to approval of shareholders at the forthcoming general meeting.

Nationality: Indian

Relationship between Directors

None of the Directors are related to each other as per the provisions of the Companies Act, 2013.

Brief Profiles of Directors

Mr. Rameshchandra K. Sojitra, aged 53 years, is the Managing Director of our Company. He holds a bachelor's degree in Commerce from K.O. Shah Commerce College, Rajkot accredited by Saurashtra University, Rajkot. He has experience in overall project management, target orientation tasks and client account management. He has been associated with our Company as a Director since February 7, 1992.

Mr. Chirag J. Soni, aged 43 years, is an Executive Director (Whole-time Director) of our Company. He holds a bachelor's degree in Science (Information Technology) from Sikkim Manipal University and holds a diploma in Mechanical Engineering, from Government Polytechnic, Ahmedabad accredited by the Technical Examination Board, Gujarat State, Gandhinagar. He has experience in GIS & IP based application development, GIS based customization and R&D activities undertaken by our Company. He has been associated with our Company as a Director since last 9 years.

Mr. Kantilal V. Ladani, aged 50 years, is an Executive Director of our Company. He holds a bachelor's degree in Commerce from Saurashtra University, Rajkot. He manages the accounts and finances of our Company. He has been associated with our Company as a Director since October 19, 2002.

Mr. Dinesh J. Shah, aged 63 years, is an Independent Director of our Company. He holds a certificate of practice with the ICAI. He has been associated with our Company as a Director since August 13, 1994.

Mr. Mitesh K. Sanghvi, aged 39 years, is a Non-Executive Director of our Company. He holds a bachelor's degree in Commerce from H.L. Commerce College, Ahmedabad. He is a qualified chartered accountant from the Institute of Chartered Accountants of India. He has been associated with our Company as a Director since September 09, 2016.

Ms. Pooja S. Shah, aged 26 years, is an Independent Director (Additional Director) of our Company. She holds a bachelor's degree in Commerce from Gujarat University. She is a qualified company secretary from the Institute of Company Secretaries of India. She has been associated with our Company as a Director since March 14, 2017.

Details of any arrangement or understanding with major shareholders, customers, suppliers or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors have been appointed in the Board.

Details of Service Contracts for providing benefits upon termination

Our Company has not entered into any service contracts with the present Board of Directors for providing benefits upon termination of employment.

Other Confirmations:

1. None of Directors are currently, or have been in the past five years, on the board of directors of a listed company whose shares have been or were suspended from being traded on the Stock Exchange.
2. Except for Mr. Rameshchandra K. Sojitra, Mr. Chirag J. Soni, Mr. Dinesh J. Shah and Mr. Kantilal V. Ladani, none of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company. With regard to our Company, it is to be noted that we had voluntarily approached the Ahmedabad Stock Exchange Limited (“**ASE**”) to delist our Equity Shares from trading on the ASE due to no trading activity on the ASE. These Equity Shares were removed from the list of listed securities of ASE with effect from December 9, 2015. Our Company has not approached the ASE for relisting of the Equity Shares since then. Further, the shares of our Company were also listed on the Saurashtra Kutch Stock Exchange Limited (“**SKSEL**”). However, SKSEL was derecognized by the SEBI vide its order dated July 5, 2007, and subsequently ceased to operate as a stock exchange in furtherance of the order dated April 5, 2013 issued by the SEBI mandating it to exit as a stock exchange.
3. None of our Directors are or have been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Particulars	Page No.
Audited Financial Statements for the financial year ended March 31, 2017	70 to 93



Independent Auditor's Report

To
The Members of
Scanpoint Geomatics Ltd.

Report on the Financial Statements

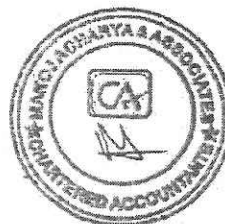
We have audited the accompanying financial statements of **Scanpoint Geomatics Ltd.** which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.





An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor 's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure" a statement on the matters specified in paragraph 3 and 4 of the Order.
- 2) As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.





- e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The company has adequately made provision for amount involved in the pending court litigations in the books of account.
 - The company did not have any material foreseeable losses on long term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.
 - The Company has provided disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with books of accounts maintained by the company.

For Manoj Acharya & Associates
Chartered Accountants

Manoj Acharya



Manoj Acharya
Partner
Membership number: 45714
Firm's registration number: 114984W
Place: Ahmedabad
Date: 29th May, 2017



ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

(Referred to in our report of even date to the members of **Scanpoint Geomatics Limited** on the financial statements for the year ended March 31, 2017)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

i. FIXED ASSETS:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) According to information and explanation given to us, during the year, the management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
- c) In our opinion, the company has disposed of certain Plant and Machinery which was old and obsolete forming part of its fixed assets during the year which has no effect on going concern status of the Company.
- d) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. INVENTORIES:

According to the information and explanations given to us, Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.

iii. LOANS:

According to the information and explanations given to us, during the year the Company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189 of companies Act, 2013.

iv. LOANS, INVESTMENTS AND GURANTEES:

According to the information and explanations given to us, during the year the Company is not entered into any transactions falling under section 185 and 186 of the Companies Act, 2013.

v. PUBLIC DEPOSITS:

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, to which the directives issued by the Reserve Bank of India and the provisions of Section 73 and 76 or any other provisions of the Companies Act, 2013 or the rules framed there under apply.





vi. COST RECORDS:

As informed to us the Central Government had not prescribed maintenance of the cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 in respect to the activities carried out by the company.

vii. STATUTORY DUES:

a) The company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income tax, Sales tax, service tax and other material Statutory Dues applicable to it. There were arrears as at 31st March, 2017, for a period of more than six months from the date they became payable details of which are given here under.

Particulars	Financial Year to which the amount relates	Amount (Rs.)
Service Tax	2010-11	50,18,501/-
Professional Tax	2015-16	79,360
Professional Tax	2016-17	42,230
Tax Deducted at Source	2016-17	5,60,419/-

b) According to the records of the Company, no dues of sales tax, income- tax, customs, excise duty, cess which have not been deposited on account of disputes.

viii. REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS:

According to the information and explanations given to us, the Company has not committed default in repayment of dues to banks and financial institutions. The Company has not borrowed any funds by way of issue of debentures.

ix. TERM LOAN / MONEY RAISED:

The company had not obtained any term loans during the previous years and the Company did not raise any money by way of initial public offer or further public offer (including debt instruments).

x. FRAUD ON OR BY THE COMPANY:

To the best of our knowledge and according to the information and explanations given to us, there have been no cases of fraud on or by the Company noticed or reported during the year under report.

xi. MANAGERIAL REMUNERATION:

According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.





xii. NIDHI COMPANY:

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. RELATED PARTIES TRANSACTIONS:

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. PREFERENTIAL ALLOTMENT:

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. NON CASH TRANSACTIONS:

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For Manoj Acharya & Associates
Chartered Accountants

Manoj Acharya

Manoj Acharya
Partner
Mem. No. 45714
Firm Reg. No. 114984W



Place : Ahmedabad
Date : 29th May, 2017

BALANCE SHEET AS AT 31st MARCH, 2017

PARTICULARS	Note No.	Amount in Rs.	Amount in Rs.
		As At March 31, 2017	As At March 31, 2016
I. <u>EQUITY AND LIABILITIES</u>			
(1) Shareholders' funds			
(a) Share Capital	2	53,808,000	53,808,000
(b) Reserves and Surplus	3	66,120,904	61,307,556
(c) Money received against share warrant		-	-
		119,928,904	115,115,556
(2) Share application money pending allotment (To the extent not refundable)		-	-
(3) Non- current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred Tax liabilities (Net)	4	4,278,997	2,197,892
(c) Other Long term liabilities		-	-
(d) Long-term Provisions	5	3,450,094	5,108,539
		7,729,091	7,306,431
(4) Current Liabilities			
(a) Short term borrowings	6	279,284,832	152,850,509
(b) Trade payables	7	106,041,728	68,940,355
(c) Other current liabilities	8	11,842,923	11,166,593
(d) Short Term Provision	9	28,448,163	-
		425,617,646	232,957,457
TOTAL		553,275,641	355,379,444
II. <u>ASSETS</u>			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		11,313,934	25,909,469
(ii) Intangible assets		52,786,386	55,434,677
(iii) Intangible asset under development		18,315,728	-
(b) Non-current investments	11	18,600,000	18,600,000
(c) Long-term loans and advances	12	9,492,666	7,628,566
(d) Other non-current assets	13	56,577,726	1,588,629
		167,086,440	109,161,341
(2) Current assets			
(a) Inventories		-	-
(b) Trade receivables	14	347,955,262	240,366,322
(c) Cash and cash Equivalents	15	2,534,547	2,356,256
(d) Short-term loans and advances	16	35,699,392	3,495,525
		386,189,201	246,218,103
TOTAL		553,275,641	355,379,444

Significant accounting policies and notes to accounts 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Manoj Acharya & Associates

Chartered Accountants

For and on behalf of the Board of Directors of
Scanpoint Geomatics Limited



Manoj Acharya
Partner
Ahmedabad, 29th May, 2017



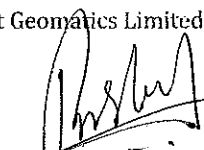
Ramesh Sojitra
Managing Director



Chirag Soni
Whole Time Director



Kanti V. Ladani
CFO



Richi M Shah
Company Secretary
Ahmedabad, 29th May, 2017



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017


PARTICULARS	Amount in Rs.	Amount in Rs.
	As At March 31, 2017	As At March 31, 2016
A. Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax and Extra ordinary items	4,017,374	(47,149,645)
Adjustments for:		
Add:		
Depreciation	8,459,624	9,337,676
Interest Paid	4,345,036	5,626,951
Exceptional Items	-	17,507,760
Less:		
Interest Received	994,065	146,192
Profit on sale of Asset	804,243	-
Operating Profit/(Loss) before Working Capital Changes	15,023,726	(14,823,450)
Adjustments for:		
Inventories	-	43,804,279
Trade Receivable	(107,588,940)	(64,435,019)
Short term Loan and Advances	(32,203,867)	(1,515,379)
Long Term provision	(1,658,445)	1,245,164
Long-term borrowings	-	(7,512,737)
Short term borrowings	126,434,323	2,794,626
Trade payables	37,101,373	23,112,434
Other current liabilities	676,330	11,212,000
Other current provision	28,448,163	-
Cash Generated from Operation	66,232,663	(6,118,082)
Prior Period Expenses	-	963,188
Cash Flow after Extraordinary items	66,232,663	(7,081,270)
B. Cash Flow from Investing Activities		
Long-term loans and advances	(1,864,100)	3,471,299
Sale of Assets	13,500,000	70,189,500
Less:		
Purchases of Fixed Assets	19,350,204	62,506,829
Purchases Loang term Investment	-	-
Net Cash used in Investing Activities	(7,714,304)	11,153,970
C. Cash Flow from Financing Activities		
Interest Recieved	994,065	146,192
Less:		
Interest paid	4,345,036	5,626,951
Net Cash used in Financing Activities	(3,350,971)	(5,480,759)
Net Increase in Cash and Cash Equivalents	55,167,388	(1,408,059)
Cash and Cash Equivalent as at 31-3-2016	3,944,885	5,352,944
Cash and Cash Equivalent as at 31-3-2017	59,112,273	3,944,885

NOTES

- 1 The above cash flow statement has been prepared by using the indirect method as per Accounting Standard - 3 "Cash flow statement" issued by the Institute of Chartered Accountants of India.
- 2 Previous year's figure has been regrouped/rearranged wherever necessary to conform to current year's classification.

As per our attached report of even date


For Manoj Acharya & Associates
Chartered Accountants

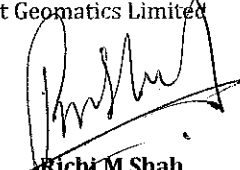

Manoj Acharya
Partner
Ahmedabad, 29th May, 2017


Ramesh Sojitra
Managing Director


Chirag Soni
Whole Time Director

For and on behalf of the Board of Directors of
Scanpoint Geomatics Limited


Kanti V. Ladani
CFO


Richi M Shah
Company Secretary
Ahmedabad, 29th May, 2017



STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st March 2017

PARTICULARS	Notes	Amount in Rs.	Amount in Rs.
		As At March 31, 2017	As At March 31, 2016
I Revenue from operations:	17		
Sale of Products		249,711,660	245,074,084
Sale of Services		77,567,518	15,546,301
Less: Excise Duty		-	-
		327,279,178	260,620,385
II Other Income	18	4,793,731	12,366,790
III Total Revenue (I + II)		332,072,910	272,987,175
IV Expenses			
Cost of Materials Consumed	19	238,224,892	242,064,767
Increase in inventories of finished goods, work in progress and Stock-in- trade	20	-	-
Employee benefits expense	21	8,899,826	9,117,708
Finance Costs	22	4,345,036	5,626,951
Depreciation and amortization expense	10	8,459,624	9,337,676
Other expense	23	68,126,158	36,481,958
Total Expense		328,055,536	302,629,060
V Profit before exceptional and extraordinary items and tax (III-IV)		4,017,374	(29,641,885)
VI Exceptional Items		-	17,507,760
VII Profit before extraordinary items and tax (V-VI)		4,017,374	(47,149,645)
VIII Extraordinary items	30	2,877,079	-
IX Profit before tax (VII+VIII)		6,894,453	(47,149,645)
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax Income (Net)		2,081,105	1,239,346
XI Profit/(Loss) for the period from continuing operations (IX - X)		4,813,348	(48,388,991)
XII Profit/(Loss) for the period from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit/(Loss) for the period (XI + XIV)		4,813,348	(48,388,991)
XVI Earnings per equity share:			
(1) Basic		0.18	(1.80)
(2) Diluted		0.18	(1.80)

significant accounting policies and notes to accounts

1

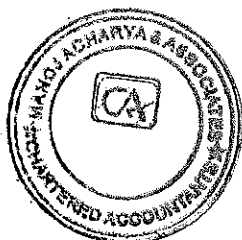
The accompanying notes are an integral part of the financial statements

As per our report of even date

For Manoj Acharya & Associates
Chartered Accountants



Manoj Acharya
Partner
Ahmedabad, 29th May, 2017



For and on behalf of the Board of Directors of
Seanpoint Geomatics Limited



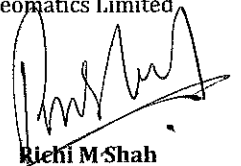
Ramesh Sojitra
Managing Director



Chirag Soni
Whole Time Director



Ranti V. Ladani
CFO



Richi M. Shah
Company Secretary
Ahmedabad, 29th May, 2017

NOTES FORMING PART OF ACCOUNTS

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 2		
SHARE CAPITAL		
-Authorised		
65000000 Equity Shares of Rs. 2/- each	130,000,000	130,000,000
-Issued, Subscribed and Paid up		
* 26904000 Equity Shares of Rs.2/- each fully paid-up.	53,808,000	53,808,000
TOTAL	53,808,000	53,808,000

- Reconciliation of Shares:	Number	Amt (Rs)	Number	Amt (Rs)
Shares Outstanding at the beginning of the year	26904000	53,808,000	26904000	53,808,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
Total	26904000	53,808,000	26904000	53,808,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Shares Outstanding at the end of the year	26904000	53,808,000	26904000	53,808,000

Terms and rights attached to equity shares

The company has only one class of equity shares having the par value of Rs. 2/- per share. Each holder of equity share is entitled to one vote per share

List of Share holders having 5% or more Shares (In Nos)

Name of Shareholders	Number of shares held	% Holding	of Number of shares held	% of Holding
Karnavati Infrastructure Projects Ltd.	7159700	26.61%	10277200	38.20%
Rajesh Chandubhai Thakkar	3000000	11.15%	-	-
JHP Securities Pvt. Ltd.	375476	1.40%	2629302	9.76%

NOTE 3

RESERVES AND SURPLUS

General Reserve

Opening Balance	1,163,292	1,163,292
Add : Transfer from Profit and Loss Account	-	-
Less : Appropriations	-	-
Balance at the end of the year	1,163,292	1,163,292

Capital Reserve

Opening Balance	16,544,664	20,176,019
Add : Transfer from Profit and Loss Account	-	-
Less : Appropriations Goodwill written off	-	(3,631,355)
Balance at the end of the year	16,544,664	16,544,664

Profit and Loss Account

Opening Balance	43,599,600	91,988,591
Add: Profit During The Year	4,813,348	(48,388,991)
Balance at the end of the year	48,412,948	43,599,600
TOTAL	66,120,904	61,307,556

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 4		
Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets	4,278,997	2,197,892
TOTAL	4,278,997	2,197,892
NOTE 5		
LONG TERM PROVISIONS		
Provision For Employee Benefits		
Gratuity (Unfunded)	3,047,154	4,839,272
Leave Encashment (Unfunded)	402,940	269,267
TOTAL	3,450,094	5,108,539
NOTE 6		
SHORT TERM BORROWINGS		
Secured		
Working Capital Loans repayable on demand from banks	38,884,407	20,243,664
Unsecured		
Loans and advances from Related Parties		
Loan from Shareholders	7,412,000	-
From Directors	44,437,350	48,676,266
Intercompany Deposits		
From Related Parties	155,551,075	68,471,871
From Others	33,000,000	15,458,708
TOTAL	279,284,832	152,850,509
(A) For Working Capital Loans		
(i) Nature of Security		
Secured by way of Hypothecation of Book debts and Collateral Security of extension of mortgage of Residential Bungalow at Ahmedabad		
(ii) Rate of Interest		
Working Capital Loans from banks carry interest rate of 12.60% per annum.(For the previous year the rate was 12.60% also.)		
(B) For Intercompany Deposits		
(i) Rate of Interest		
Inter Corporate deposit of Rs.8,652,893.00 from Prop Corporate Mentors carry interest rate of 12%.(for previous year rate is 12%)		
Inter Corporate deposit from others didn't carry any interest.		
NOTE 7		
TRADE PAYABLES		
For Goods	66,007,468	51,920,952
For Expenses	40,034,260	17,019,403
Refer Note No.28 for MSME classification		
TOTAL	106,041,728	68,940,355

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 8		
OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings		
Secured:		
Term Loan		
From Banks	-	404,491
Secured by way of Hypothication of Innova Car		
Advance from Customers	285,068	285,068
Other Payables		
For Statutory Dues	11,557,855	10,477,034
TOTAL	11,842,923	11,166,593
NOTE 9		
SHORT TERM PROVISIONS		
For Expenses	21,125,535	-
For Salaries payable	6,872,628	-
For Audit Fees	450,000	-
TOTAL	28,448,163	-
NOTE 11		
NON - CURRENT INVESTMENT		
Investment in Equity Instruments		
Shares of Shreejikrupa Buildcon Limited		
Number	Face Value	Trade Investment (Long term)
	Per Unit	
310000	10/-	18600000.00
		18,600,000
Total Non- Current Investment	18,600,000	18,600,000
a. Aggregate amount of quoted investments		
Market Value of quoted investments	-	-
Aggregate amount of unquoted investments	18,600,000	18,600,000
b. Disclosures as per AS 13-Accounting for Investments		
Long Term Investments	18,600,000	18,600,000
Current Investments	-	-
TOTAL	18,600,000	18,600,000
NOTE 12		
LONG TERM LOANS AND ADVANCES		
Unsecured Considered Good:		
Capital Advances	3,400,000	3,400,000
Security Deposits	5,092,666	3,228,566
Other loans and advances	1,000,000	1,000,000
TOTAL	9,492,666	7,628,566
NOTE 13		
OTHER NON CURRENT ASSETS		
-Cash and Cash Equivalents		
Other Bank Balances		
-In Deposit Accounts		
With original maturity more than 12 months	56,577,726	1,588,629
TOTAL	56,577,726	1,588,629

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 14		
TRADE RECEIVABLES		
<i>Unsecured considered good</i>		
Outstanding for a period exceeding six months from the date they were due for payment		
Good (Net of Debit and Credit Balances)	178,543,241	148,375,280
Doubtful	-	-
Others	160,858,514	83,437,535
Amount Due from related party (Scanpress Limited)	8,553,507	8,553,507
TOTAL	347,955,262	240,366,322
NOTE 15		
-Cash and Cash Equivalents		
Cash on Hand	130,941	1,538,308
Balance with Banks		
-In Current Accounts	450,839	817,948
Other Bank Balances		
-In Deposit Accounts		
With original maturity more than 3 months but less than 12 months	1,952,767	-
TOTAL	2,534,547	2,356,256
NOTE 16		
SHORT TERM LOANS AND ADVANCES		
Others		
Prepaid Expenses	2,177,780	-
Loans & Advances To Employees & Others	175,801	643,907
Balance with Government Authorities	1,586,953	2,017,918
Advances to Suppliers	-	833,700
Unbilled Revenues {Refer Note No.1 (viii)}	31,758,858	-
TOTAL	35,699,392	3,495,525
NOTE 17		
REVENUE FROM OPERATIONS		
Indigenous Sales		
Sales of Products	249,711,660	245,074,084
Services Sales	77,567,518	15,546,301
TOTAL	327,279,178	260,620,385
NOTE 18		
OTHER INCOME		
Interest On Fixed Deposit	994,065	146,192
Foreign Exchange Fluctuation	-	3,980,085
Export Prior- Period Sale Rate Diff	-	8,110,113
Creditors Written Back	826,338	38,146
Excess Gratuity Provision Written Back	2,047,384	-
Profit on Sale of Assets	804,243	45,000
Other non-operating income	121,701	47,254
TOTAL	4,793,731	12,366,790

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
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NOTE 19
COST OF RAW MATERIAL CONSUMED
Raw Materials' Consumption

Inventory at the beginning of the year	-	-
Add: Purchases during the year	238,224,892	242,064,767
Less : Inventory at the beginning end of the year	-	-
Cost of Raw material consumed	238,224,892	242,064,767

NOTE 20
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

Inventory at the end of the year	-	43,804,279
Less : Inventory at the beginning of the year	-	43,804,279
Change in inventories of finished goods (Increase)	-	-

NOTE 21
EMPLOYEE BENEFITS EXPENSES

Salaries, Wages, Bonus etc.	7,943,493	7,355,177
Contribution to P.F, E.S.I and Other Statutory Funds	40,110	97,223
Workmen and Staff Welfare Expenses	372,284	376,139
Leave Encase Allowance	133,673	269,267
Provision of Gratuity	410,266	1,019,902
TOTAL	8,899,826	9,117,708

NOTE 22
FINANCE COSTS
Interest Expense

Interest on Working Capital Loan	2,216,285	5,503,162
Interest on Car Loan	13,733	66,338

Other Borrowing Costs

Interest to others	2,115,018	57,451
TOTAL	4,345,036	5,626,951

Particulars	As at March 31,		As at March 31,	
	2017		2016	
	Amount in Rs.		Amount in Rs.	
NOTE 23				
OTHER EXPENSES				
Survey Expenses		56,914,897		19,703,673
Store and Spares		86,238		23,205
Repairs To - Building			22,940	
- Machinery	99,360		58,000	
- Others	323,260	422,620	557,040	637,980
Electricity		375,723		445,342
Insurance		36,497		36,329
Audit Fees		463,800		450,000
Legal and Professional Fees		1,099,166		6,691,820
General Charges		185,109		106,813
Printing, Stationery, Postage and Telephone Expenses		456,463		562,395
Travelling and Conveyance Expenses		1,383,964		1,268,926
Foreign Travel exp.		140,762		68,127
Rent, Rates and Taxes		1,823,389		4,303,518
Advertisment & Business Promotion Expenses		64,910		261,595
Computer Expenses		129,822		50,986
Seminar and Exhibition Expenses		332,050		204,232
Membership Association Fees		263,697		71,355
Office Expenses		63,379		368,460
Listing Fees		271,000		245,000
Staff Recrutment Exp.		146,910		143,153
Interest and Penalty Expenses		684,561		178,319
Brokerage & Commi.		25,000		175,000
Bank Chages		275,080		113,335
Bank Guarantee Charges		554,560		111,968
ISRO Royalty		-		42,626
Incometax Expenses		-		141,834
Tender Form Fee		63,896		-
Website Design Chages		219,922		-
Swachh Bharat Cess		202,481		75,967
Foreign Exchange Fluctuation		1,440,263		
TOTAL		68,126,158		36,481,958

NOTE 10 FIXED ASSETS

		GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01/04/2016	Addition During The Year	Adj./Deduction During The Year	Total Cost as at 31/03/2017	Depreciation as at 01/04/2016	Addition During The Year	Dep. Adj.	Total Dep. as at 31/03/2017	As at 31/03/2017	As at 31/03/2016
A)	Tangible Assets:										
1	Building	2,581,482	-	-	2,581,482	1,240,904	74,458		1,315,362	1,266,120	1,340,578
2	Plant and Equipment	22,090,191	580,000	16,912,284	5,757,907	5,415,853	1,270,859	4,216,527	2,470,185	3,287,722	16,674,338
3	Furniture and Fixtures	6,578,617	-	-	6,578,617	1,757,393	790,163	-	2,547,556	4,031,061	4,821,224
4	Vehicles	1,670,782	-	-	1,670,782	475,939	222,261	-	698,200	972,582	1,194,843
5	Office Equipment	586,649	-	-	586,649	216,219	113,916	-	330,135	256,514	370,430
6	Computer and Peripheral	4,199,091	454,476	-	4,653,567	3,560,308	353,570	-	3,913,878	739,689	638,783
7	Electric Installation	991,544	-	-	991,544	122,271	109,027	-	231,298	760,246	869,273
	Total Tangible Assets: (A)	38,698,356	1,034,476	16,912,284	22,820,548	12,788,887	2,934,254	4,216,527	11,506,614	11,313,934	25,909,469
B)	Intangible assets										
	IGIS Software Ver. 2.0	61,180,991	-	-	61,180,991	5,746,314	5,525,370	2,877,079	8,394,605	52,786,386	55,434,677
	IGIS Software Ver. 5.0 WIP	-	18,315,728	-	18,315,728	-	-	-	-	18,315,728	-
	Total Intangible Assets: (B)	61,180,991	18,315,728	-	79,496,719	5,746,314	5,525,370	2,877,079	8,394,605	71,102,114	55,434,677
	Gratnd Total (A) + (B)	99,879,347	19,350,204	16,912,284	102,317,267	18,535,201	8,459,624	7,093,606	19,901,219	82,416,048	81,344,146
	Previous Year	148,667,055	62,473,880	111,261,588	99,879,347	30,126,635	9,337,676	20,929,110	18,535,201	81,344,146	118,540,420

1. Significant Accounting Policies

i. Corporate Information

The Scanpoint Geomatics Limited is a public company incorporated under the provisions of the Companies Act, 2013. Its shares are listed on Bombay Stock Exchange. The Company is engaged in the business of GIS based software development and sales.

ii. Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation.

All assets and liabilities are classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities

iii. Use of Estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date and the results of operations during the reporting period. The actual results could differ from these estimates. Any revision to such accounting estimates is recognised in the accounting period in which such revision takes place.

iv. Fixed Assets

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss. Intangible assets are amortised over their estimated useful life as per Straight Line Method.

Depreciation on Fixed Assets is provided based on straight line method on the useful life of the asset and as per the rates prescribed under Schedule II to the Companies Act, 2013.

v. Depreciation

Depreciation on fixed assets is provided on straight-line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013. Depreciation on additions / deductions to fixed assets is being provided on pro-rata basis from / to the date of acquisition / disposal.

vi. Investments

Long-term Investments made by the Company are stated at cost and provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

vii. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost of Inventory comprises of Cost of Purchase, Cost of Conversion and other Costs incurred to bring them to their respective present location and condition. Costs of Raw Materials and Packing Materials are determined on FIFO basis.

viii. Revenue Recognition

Revenue is primarily derived from software development and related services and from the licensing of software products. Arrangements with customers for software development and related services are either on a fixed-price, fixed-timeframe or on a time-and-material basis. Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues. Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion method. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved. Cost and earnings in excess of billings are classified as unbilled revenue while billings in excess of cost and earnings are classified as unearned revenue. Deferred contract costs are amortized over the term of the contract.

ix. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the Balance Sheet date are converted at the exchange rates prevailing on that date. Exchange differences are recognised in the Statement of Profit and Loss.

x. Employee Retirement Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

The contributions remitted to government administered Provident and Pension Fund on behalf of its employees in accordance with the relevant statute are charged to the Statement of Profit and Loss as and when due. The Company has no further obligations for future Provident/ Pension fund benefits other than its monthly contributions.

Post employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services.

xi. Taxation

Provision for Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws that have been enacted or substantively enacted as on the Balance Sheet date.

Deferred Tax Assets in respect of unabsorbed depreciation and carried forward of losses are recognized if, in the opinion of the management, there is virtual certainty that there will be sufficient future income available to realize such losses

xii. Cash Flow Statements

Cash-flow statements are prepared in accordance with the "Indirect Method" as explained in the Accounting Standard (AS) 3 - Cash Flow Statements.

xiii. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year except where the results would be anti dilutive. The number of equity shares is adjusted for any share splits and bonus shares issued effected prior to the approval of the financial statements by the Board of Directors.

xiv. Contingencies and provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

24. Earnings per Share (EPS) computed in accordance with Accounting Standard 20 are as under.

Particular	Year ended on 31/03/2017	Year ended on 31/03/2016
Net profit after tax as per Profit & Loss Account	4,813,348	(48,388,991)
Net profit after tax available to equity share holders	4,813,348	(48,388,991)
Weight average number of equity share (In No.)	26904000	26904000
Basic earnings per share of Rs. 2/- each (in Rs.)	0.18	(1.80)
Diluted earnings per share of Rs. 2/- each (in Rs.)	0.18	(1.80)

The Company does not have any outstanding dilutive potential equity share. Consequently the basic and dilutive earning per share of the Company remains same.

25. Auditors Remuneration:

Particulars	FY 2016-2017	FY 2015-2016
Audit Fees	325,000	225,000
Tax & VAT Audit Fees	125,000	125,000
Others Services	56,250	110,000
<u>Total Rs.</u>	506,250	460,000

26. Directors Remuneration:

The Profit and Loss Account includes payments and provisions of remuneration to the Managing Director and Whole Time Directors as under:

Particulars	FY 2016-2017	FY 2015-2016
Salary & Allowance	4,200,000	5,241,000
Perquisites	25,380	109,588
<u>Total Rs.</u>	4,225,380	5,350,588

27. COST OF MATERIALS CONSUMED

I. Particulars of Materials consumed:

Particulars	FY 2016-2017 (Rs)	FY 2015-2016 (Rs)
Opening Stock	-	-
Purchases	238,224,892	242,064,767
Less: Closing stock	-	-
Total	238,224,892	242,064,767

II. Break up of Raw Material consumed:

Particular	2016-2017		2015-2016	
	%	Rupees	%	Rupees
Imported	NIL	NIL	NIL	NIL
Indigenous	100	238,224,892	100	242,064,767
Total	100	238,224,892	100	242,064,767

28. Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

In the absence of information available with the Company about enterprises which are qualifying under the definition of Medium and Small Enterprises as defined under Micro Small & Medium Enterprises Development Act, 2006, no disclosure is made as required under the Act.

29. Balance of Sundry Debtors, Loans and Advances recoverable in cash or kind, Deposits and Sundry Creditors are subject to confirmations, reconciliation and adjustments if any.

30. Disclosures as per Accounting Standard 5- Net Profit or Loss for the period, Prior Period Items and changes in Accounting Policies:

- There was excess provision of gratuity made to the tune of Rs.20,47,384.00 which has been written back in this year's financial statements.
- Machinery of Rs.1,26,95,757.00 has been sold for Rs.1,35,00,000.00 earning a profit of Rs.8,04,243.00.
- The useful life of Intangible asset is revised upwards to 10 years because of which an amount of Rs.28,77,079.00 has been written back.

31. Disclosures as per Accounting Standard 11- The Effects of Changes in Foreign Exchange Rates:

- a) Exchange loss to the extent of Rs.14,40,263.00 has been recognised in the statement of Profit & Loss as per the guidelines of AS 11 "The Effects of Changes in Foreign Exchange Rates".
- b) The exchange loss is the difference between exchange rates of opening and closing receivables.

32. Disclosures as per Accounting Standard 15- : Employee Benefits

a) Defined Contribution Plans:

The Company has recognized following amounts in the Profit & Loss Account for the year:

Particulars	FY 2016-2017	FY 2015-2016
Contribution to Provident Fund	8,472	20,679
Contribution to Pension Fund	25,846	46,912
ESI & EDLI Contribution	5,792	29,632

b) Defined Benefit Plans:

(i) Gratuity:

Every employee, who has completed five years or more of service, gets a gratuity on departure effective at 15 days salary (last drawn salary) for each completed years of service. Gratuity payable to employees has been provided without Actuarial valuation.

Aggregate amount provided for gratuity to employees for the year is Rs.4,10,266.00. This is the actual amount of gratuity provided for the year.

(ii) Leave Encashment:

Provision for leave encashment also is made without Actuarial Valuation. The calculation of leave encashment provision is actual provided as on 31.03.2017. The amount of provision made this year is Rs.1,33,673.00

33. Disclosures as per Accounting Standard 16- Borrowing Costs:

- a) Borrowing cost of Rs.11, 49,293.00 has been capitalised according to the principles of AS 16.
- b) Amount borrowed which has been utilised for the purpose of software development has been considered for the purpose of borrowing cost to be capitalised.

34. Disclosures as per Accounting Standard 18- : Related Party Disclosures:**A. Name and Relationship of the related parties:****1. Associated/Related Company/Enterprise/Firms:**

Karnavati Infrastructure Projects Ltd.
 Scan Press Ltd.
 Diyatech Private Limited
 Prop Corporate Mentors Pvt Ltd

2. Key Management Personnel along with their relatives having significant influence:**a. Key Management personnel**

Shri Ramesh K Sojitra
 Shri Chirag J Soni
 Shri Kanti V.Ladani
 Mrs.Lilavanti Sojitra

b. Relatives of Key Managerial Personnel Minal Soni**B. Transactions with the related parties during the year:**

(Rs. IN LACS)

Transactions with Related Parties.	Key Management Personnel	Enterprise/ Firms
Director Remuneration	42.25	---
Professional Consultancy	9.00	7.00
Outstanding Balance :		
Debtors	---	85.54
Un Secured Loan	518.49	--
Inter Corporate Deposits	--	1555.51
Creditors	2.88	8.14

35. Disclosures as per Accounting Standard 22- : Accounting for Taxes on Income:

Particular	31.03.2017	31.03.2016
Deferred Tax Liability (Net)	42,78,997	21,97,892

36. Disclosures as per Accounting Standard 26- : Intangible Assets:

The Company has revised the amortisation period of the Software product IGiS Ver 2.00 upwards to 10 years as allowed by the principles of AS 26. This is done also in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

37. Disclosure on Specified Bank Notes

During the Year, The Company had specified Bank Notes (SBNs) or other denomination notes as defined in MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination-wise SBNs and other notes as per the notification are as follows.

Particular	SBNs	Other Denominati on Notes	Total
Closing cash in hand as on 08.11.2016			635,892
Permitted Receipts(+)		225,000	225,000
Permitted Payments(-)		(261,478)	(261,478)
Amount deposited in Bank(-)	454,000 (808nos*500+50nos*1000)		(454,000)
Closing cash in hand as on 30.12.2016			145,414

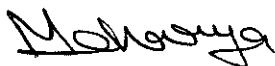
38. PREVIOUS YEAR FIGURES

The figures in respect of previous year have been regrouped/rearranged wherever necessary to confirm to this year's classification

In terms of our report of even date attached

For and on behalf of Board of Scanpoint Geomatics Ltd.

For Manoj Acharya & Associates
Chartered Accountants



Manoj Acharya
Partner

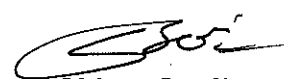
Ahmedabad
May 29, 2017



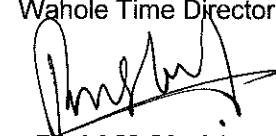
Ramesh Sojitra*
Managing Director



Kanti Ladani*
Chief Financial Officer



Chirag Soni*
Whole Time Director



Richi M Shah*
Company Secretary

* May 29, 2017
Ahmedabad

ACCOUNTING RATIOS AND CAPITALISATION STATEMENT

Accounting Ratios

The following table presents certain accounting and other ratios on basis derived from our audited financial statements included in the section titled “*Financial Information*” beginning on page 69 of this Draft Letter of Offer.

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (₹)	0.18	(1.80)
(b) Diluted Earnings Per Share (after extraordinary items) (₹)	0.18	(1.80)
Return on Net Worth (after extraordinary items and excluding revaluation reserves)	1.61%	(42.04%)
Net Asset Value/Book Value per Equity Share each (after extraordinary items and excluding revaluation reserves) (₹)	4.46	4.28

Capitalisation Statement:

The statement on our capitalisation is as set out below:

Particulars	(₹ in Lakh)	
	Pre Issue as at March 31, 2017	Post Issue [#]
Borrowings		
Short Term Debt	2,792.85	[•]
Long Term Debt (A)	0.00	[•]
Total Debt (B)	2,792.85	[•]
Shareholder's Fund		
Equity Share Capital	538.08	[•]
Reserves & Surplus	661.21	[•]
Total Shareholder's Fund before Unamortised share issue expenses (C)	1,199.29	[•]
Long Term Debt/Equity Ratio (A/C)	-	
Total Debt/Equity Ratio (B/C)	2.33	[•]

[#] The corresponding post Issue figures will be determined upon finalization of Issue Price.

STOCK MARKET DATA FOR EQUITY SHARES

The Equity Shares of our Company are listed on the BSE. As our Equity Shares are listed only on the BSE, stock market data for our Equity Shares has been given for BSE.

For the purpose of this section:

- Year is a Financial Year;
- Average price is the average of the daily closing prices of the Equity Shares, for the year, or the month, or the week, as the case may be;
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares, for the year, or the month, as the case may be; and
- In case of two days with the same high/low/closing price, the date with higher volume has been considered.

The high, low prices and average of closing prices recorded on the BSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Year ending March 31	High (₹)	Date of High	No. of Shares traded on date of high	Low (₹)	Date of Low	No. of Shares traded on date of low	Average price for the year (₹)
Mar-17	34.00	April 11, 2016	4,883	15.30	December 13, 2016	2,58,788	22.95
Mar-16	42.30	June 02, 2015	49,400	17.60	April 09, 2015	36,91,548	28.01
Mar-15	48.00	December 08, 2014	23,948	15.10	March 17, 2015	1,60,500	27.33

(Source: www.bseindia.com)

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (₹)	Date of High	No. of Shares traded on date of high	Low (₹)	Date of Low	No. of Shares traded on date of low	Average price for the Month (₹)	Total No of Trading Days
August 2017	23.00	August 4, 2017	23,765	18.80	August 22, 2017	33,312	20.83	21
July 2017	26.40	July 6, 2017	1,950	21.85	July 26, 2017	37,444	24.05	21
June 2017	30.35	June 13, 2017	13,896	21.70	June 28, 2017	38,350	26.20	21
May 2017	30.95	May 8, 2017	58,573	22.35	May 25, 2017	4,050	27.19	22
April 2017	29.90	April 26, 2017	1,19,755	20.70	April 20, 2017	1,905	23.60	18
March 2017	23.75	March 15, 2017	37,160	19.20	March 27, 2017	1,24,701	21.75	22

(Source: www.bseindia.com)

In the event the high or low or closing price of the Equity Shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

The closing price of the Equity Shares as on December 15, 2016 was ₹ 22.20 on the BSE, the trading day immediately following the day on which Board of Directors approved the Issue.

Week end closing prices of the Equity Shares for the last four weeks on the BSE are as below:

Week Ended on	Closing Price (₹)	High (₹)	Date of High	Low (₹)	Date of Low
September 15, 2017	24.20	24.90	September 13, 2017	22.30	September 12, 2017
September 8, 2017	22.05	23.00	September 4, 2017	20.60	September 7, 2017
September 1, 2017	22.25	22.25	August 28, 2017	19.80	August 29, 2017
August 24, 2017	21.20	21.55	August 24, 2017	18.80	August 22, 2017

(Source: www.bseindia.com)

The closing market price of our Equity Shares as on September 21, 2017, the trading day immediately prior to the date of this Draft Letter of Offer, was ₹ 21.20 on BSE.

MATERIAL DEVELOPMENTS

There have been no developments since March 31, 2017, which effect the operations, performance, prospects or financial condition of our Company.

WORKING RESULTS

In accordance with circular no.F.2/5/SE/76 dated February 5, 1977 issued by the Ministry of Finance, Government of India, as amended by Ministry of Finance, Government of India through its circular dated March 8, 1977, the information relating to the working results for the period between the last date of the financial statements and up to the end of the last but one month preceding the date of the Letter of Offer will be updated in the Letter of Offer to be filed with the Stock Exchange.

Working results of our Company for the period from April 1, 2016 upto end of last but one month preceding the date of this Draft Letter of Offer, i.e. July 31, 2017:

<i>(₹ in Lakh)</i>		
Sr. No	Particulars	Amount
(i)	Sales / turnover (Net)	519.46
(ii)	Other income	9.34
	Total Income	528.80
(iii)	Estimated gross profit / loss (excluding depreciation and taxes)	39.90
(iv)	Provision for depreciation	(26.28)
(v)	Provision for taxes	(2.36)
(vi)	Estimated net profit / loss	11.26

Material changes and commitments, if any, affecting our financial position

Except as disclosed in the chapter titled “*Material Developments*” beginning on page 97 of this Draft Letter of Offer, there are no material changes and commitments affecting the financial position of our Company.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND OTHER DEFAULTS

Except as described below, there are no material outstanding litigations including, suits, or civil prosecutions and taxation related proceedings, which may have a material adverse effect on the operations or the financial position of our Company.

In determining whether any outstanding litigation against our Company other than litigation involving (a) moral turpitude or criminal liability, (b) material violations of statutory regulations or (c) proceedings relating to economic offences would have a material adverse effect on our business, the materiality threshold has been determined as per Clause XII sub-clause C in Part E of Schedule VIII of the SEBI ICDR Regulations, which stipulates that for the purpose of determining materiality, the following tests or parameters shall be applied:

- 1. For the outstanding litigations which may not have any impact on the future revenues, the disclosure is required:*
 - a. Where the aggregate amount involved in such individual litigation exceeds one per cent of the net worth of the issuer as per last completed financial year; or*
 - b. Where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in single case individually may not exceed one per cent of the net worth of the issuer as per the last completed financial year.*
- 2. For the outstanding litigations which may have any impact on the future revenues, the disclosure is required:*
 - a. Where the aggregate amount involved in such individual litigation is likely to exceed one per cent. of the total revenue of the issuer as per last completed financial year; or*
 - b. Where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in single case individually may not exceed one per cent of the total revenue of the issuer, if similar cases put together collectively exceed one per cent of total revenue of the issuer as per last completed financial year.*

We have, from time to time, been involved in legal proceedings which include, inter alia, criminal proceedings filed by and against us, arising in the ordinary course of our business.

A summary of legal proceedings involving our Company, which we consider material, is set forth below:

I. Legal proceedings initiated against our Company

Our Company had issued various cheques towards payment of rent, maintenance charges and deposit difference for the corporate premises taken on lease by our Company from Mr. Rameshbhai Patel as per lease deed dated April 8, 2015. Our Company received several notices alleging dishonor of these cheques citing ‘insufficient funds’, to which we had duly replied citing our objections to the allegations therein. Thereafter, Mr. Rameshbhai Patel filed several criminal cases under Section 138 and 141 of the NI Act against our Company, Mr. Rameshchandra K. Sojitra (Managing Director) and Mr. Kantilal V. Ladani (Director) for the alleged return of the cheques, though they are arising out of a singular transaction of lease. All the matters are currently pending before the Hon’ble Metropolitan Magistrate at Ahmedabad.

A list of the aforesaid pending disputes is provided hereunder for ready reference:

Sr. No.	Criminal Case No.	Amount claimed (₹ in Lakh)	Details of Claim
1.	406 of 2016	1.8	Rent for the month of February, 2016.
2.	405 of 2016	0.70	Maintenance charges for the month of February, 2016.
3.	407 of 2016	0.24	Deposit difference for corporate premises.
4.	408 of 2016	1.8	Rent for the month of January, 2016.

Sr. No.	Criminal Case No.	Amount claimed (₹ in Lakh)	Details of Claim
5.	5000202 of 2016	1.8	Rent for the month of March, 2016.
6.	5000204 of 2016	1.8	Rent for the month of February, 2016.
7.	5000209 of 2016	1.8	Rent for the month of March, 2016.
8.	1192 of 2016	1.8	Rent for the month of April, 2016.
9.	5000211 of 2016	1.8	Rent for the month of February, 2016.
10.	1191 of 2016	1.8	Rent for the month of January, 2016.
11.	603 of 2016	1.8	Rent for the month of March, 2016.
12.	602 of 2016	1.8	Rent for the month of April, 2016.
13.	1190 of 2016	1.8	Rent for the month of May, 2016.
14.	1189 of 2016	1.8	Rent for the month of May, 2016.
15.	5004490 of 2016	1.8	Rent for the month of March, 2016.
16.	5004491 of 2016	1.8	Rent for the month of February, 2016.
17.	5531 of 2017	1.8	Rent for the month of November, 2016.
18.	5541 of 2017	1.8	Rent for the month of December, 2016.
19.	5558 of 2017	1.8	Rent for the month of November, 2016.
20.	5582 of 2017	1.8	Rent for the month of December, 2016.

II. Legal proceedings initiated by our Company

Our Company has initiated proceedings under Section 398 of the Companies Act, 1956 against Shreejikrupa Buildcon Limited (hereinafter the “**Defendant**”) vide C.P. No. 48/397-398/CLB/MB/2016 before the Company Law Board, Mumbai which has now been transferred to the National Company Law Tribunal, pursuant to its formation, vide TP. No. 127/397-398/NCLT/AHM/2016.

The petition seeks to quash the offer for Rights Issue of shares made by the Defendant and to restrain it from taking any action with respect to the said Rights Issue or accept any money pursuant to the same. The proceedings are currently pending before the National Company Law Tribunal, Ahmedabad Bench.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have obtained the necessary consents, licenses, permissions and approvals from various governmental and regulatory authorities that are required for carrying on our present business. Some of the approvals and license that we require for our present business operation may expire in the ordinary course of business, in which case, we will apply for their renewal from time to time.

The following is the detail of the pending government and regulatory approval in relation to our lines of activity and projects:

Our Company is yet to file an application to obtain registration under the Gujarat Shops and Establishment Act, 1948 for its establishments, due to pending updation of ownership records of the concerned premises.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorized by the resolution passed by our Board at its meeting held on December 14, 2016 pursuant to Section 62 and other provisions of the Companies Act.

The Board of Directors in their meeting held on [●], have determined the Issue Price as ₹ [●] per Rights Equity Share and the Rights Entitlement as [●] Rights Equity Share(s) for every [●] Equity Share(s) held on the Record Date. The Issue Price has been arrived at in consultation with the Lead Manager.

Our Company has received 'in-principle' approval from the BSE for listing of the Rights Equity Shares to be allotted in the Issue pursuant to their letter dated [●].

Prohibition by SEBI or RBI

Our Company, the Promoter and Promoter Group, the Directors, the persons in control of our Company or the persons in control of our Promoter and Promoter Group have not been prohibited from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of our Promoter and Promoter Group, the Directors, persons in control of our Company or the persons in control of our Promoter and Promoter Group was or is a promoter, director or person in control of any other company which has been restrained, prohibited or debarred from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of the Directors of our Company are associated with the capital market in any manner. SEBI has not initiated action against any entity with which our Directors are associated.

Further, none of the Company, the Directors, the Promoter and Promoter Group, the relatives of the Promoter and Promoter Group and the Group Companies have been categorized as a Wilful Defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters issued by the RBI.

RBI Approval for Renunciation

Our Company proposes to apply to the RBI for seeking its approval for renunciation of the Rights Entitlement by (a) an Equity Shareholder resident in India, in favour of any person resident outside India (other than OCBs); (b) an Equity Shareholder resident outside India (other than OCBs), in favour of any person resident in India; and (c) an Equity Shareholder resident outside India (other than OCBs), in favour of any other person resident outside India (other than OCBs).

Eligibility for the Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Presently, the Equity Shares of the Company are listed on the BSE. Our Company is eligible to offer the Rights Equity Shares pursuant to the Issue in terms of Chapter IV of the ICDR Regulations.

Compliance Part E of Schedule VIII of the ICDR Regulations

Our Company has complied with the requirements of Part E of Schedule VIII of the ICDR Regulations, to the applicable extent, in terms of the disclosures made in this Draft Letter of Offer.

Further, our Company confirms that it is in compliance with the following:

- a) Our Company has been filing periodic reports, statements and information in compliance with the erstwhile listing agreement and the Listing Regulations, as applicable, for the last three years immediately preceding the date of filing this Draft Letter of Offer with the SEBI;
- b) the reports, statements and information referred to in sub-clause (a) above are available on the website of the BSE, which is a recognised stock exchange with nationwide trading terminals; and
- c) our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by the Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

Compliance with Regulation 4(2) of the ICDR Regulations

Our Company is in compliance with the conditions specified in Regulation 4(2) of the ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 4(2) (d) of the SEBI ICDR Regulations, our Company undertakes to make an application to BSE for listing of the securities to be issued pursuant to this Issue. BSE shall be the Designated Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THE DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. THE LEAD MANAGER, VIVRO FINANCIAL SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE THE LEAD MANAGER, VIVRO FINANCIAL SERVICES PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 22, 2017 WHICH READS AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT LETTER OF OFFER PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

- (a) **THE DRAFT LETTER OF OFFER FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - (b) **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (c) **THE DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT LETTER OF OFFER ARE REGISTERED WITH THE SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
 4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - NOT APPLICABLE.**
 5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS'CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT LETTER OF OFFER WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT LETTER OF OFFER – NOT APPLICABLE.**
 6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER – NOT APPLICABLE.**
 7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS'CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS'CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS'CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE – NOT APPLICABLE.**
 8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED**

OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOT APPLICABLE FOR A RIGHTS ISSUE, TRANSFER OF MONIES RECEIVED PURSUANT TO THE ISSUE SHALL BE RELEASED TO THE COMPANY AFTER FINALIZATION OF THE BASIS OF ALLOTMENT IN COMPLIANCE WITH REGULATION 56 OF THE ICDR REGULATIONS.
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER:
 - (a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
 - (b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER

FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR –NOT APPLICABLE, BEING A RIGHTS ISSUE.

- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT LETTER OF OFFER.**
- 18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS - NOT APPLICABLE.**

THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 38 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCE AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT LETTER OF OFFER.

Caution

Disclaimer Statement from our Company and the Lead Manager:

Our Company and the Lead Manager, namely Vivro Financial Services Private Limited, accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisement or any other material issued by or at the instance of our Company and that anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in the Issue will be deemed to have been represented by our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company, and are relying on independent advice/evaluation as to their ability and quantum of investment in this Issue.

We and the Lead Manager shall make all information available to the Eligible Equity Shareholders and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer with the SEBI.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Applicants will be required to confirm and will be deemed to have represented to our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares and that they shall not issue, sell, pledge or transfer their Rights Entitlement or Rights Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares. Our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Investor on whether such Investor is eligible to acquire any Rights Equity Shares.

The Lead Manager and its affiliates may engage in transactions with, and perform services for, our Company and our group entities or affiliates in the ordinary course of business and have engaged, or may in the future engage, in

transactions with our Company and our group entities or affiliates, for which they have received, and may in the future receive, compensation.

Disclaimer with respect to jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Ahmedabad, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of this Issue will be the BSE.

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The Disclaimer Clause as will be intimated by the BSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchange.

Filing with SEBI

This Draft Letter of Offer has been filed with the Corporation Finance Department of the SEBI, located at Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad - 380009, Gujarat, India for its observations. This Draft Letter of Offer will be filed with the Designated Stock Exchange as per the provisions of the Companies Act. After SEBI gives its observations, the Letter of Offer shall be filed with the Stock Exchange as per the provisions of the Companies Act, 2013.

Selling Restrictions

The distribution of this Draft Letter of Offer and the issue of our Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue of Rights Equity Shares to its Eligible Equity Shareholders and will dispatch the Letter of Offer and Composite Application Form (“CAF”) to the shareholders who have an Indian address.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI for observations. Accordingly, the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer must be treated as sent for information only and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the same in or into the US or any other jurisdiction where to do so would or might contravene local securities laws or regulations. If this Draft Letter of Offer is received by any person in any such territory, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company’s affairs from the date hereof or that the information contained herein is correct as at any time subsequent to this date.

IMPORTANT INFORMATION FOR INVESTORS – ELIGIBILITY AND TRANSFER RESTRICTIONS

As described more fully below, there are certain restrictions regarding the rights and Rights Equity Shares that affect potential investors. These restrictions are restrictions on the ownership of Equity Shares by such persons following the offer.

The rights and the Rights Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) (“U.S. Persons”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The rights and the Rights Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of rights or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Eligible Investors

The rights or Rights Equity Shares are being offered and sold only to persons who are outside the United States and are not U.S. Persons, nor persons acquiring for the account or benefit of U.S. Persons, in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. All persons who acquire the rights or Equity Shares are deemed to have made the representations set forth immediately below.

Rights Equity Shares and Rights Offered and Sold in this Issue

Each purchaser acquiring the rights or Rights Equity Shares, by its acceptance of this Draft Letter of Offer and of the rights or Rights Equity Shares, will be deemed to have acknowledged, represented to and agreed with us and the Lead Manager that it has received a copy of this Draft Letter of Offer and such other information as it deems necessary to make an informed investment decision and that:

- (1) the purchaser is authorized to consummate the purchase of the rights or Rights Equity Shares in compliance with all applicable laws and regulations;
- (2) the purchaser acknowledges that the rights and Rights Equity Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and, accordingly, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
- (3) the purchaser is purchasing the rights or Rights Equity Shares in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the Securities Act;
- (4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the rights or Rights Equity Shares, is a non-U.S. Person and was located outside the United States at each time (i) the offer was made to it and (ii) when the buy order for such rights or Rights Equity Shares was originated, and continues to be a non-U.S. Person and located outside the United States and has not purchased such rights or Rights Equity Shares for the account or benefit of any U.S. Person or any person in the United States or entered into any arrangement for the transfer of such rights or Rights Equity Shares or any economic interest therein to any U.S. Person or any person in the United States;
- (5) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

- (6) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such rights or Rights Equity Shares, or any economic interest therein, such rights or Rights Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act and (B) in accordance with all applicable laws, including the securities laws of the states of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them, and confirms that the proposed transfer of the rights or Rights Equity Shares is not part of a plan or scheme to evade the registration requirements of the Securities Act;
- (7) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” as defined in Regulation S under the Securities Act in the United States with respect to the rights or the Rights Equity Shares;
- (8) the purchaser understands that such rights or Rights Equity Shares (to the extent they are in certificated form), unless the Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE RIGHTS EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, AND IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

- (9) the purchaser agrees, upon a proposed transfer of the rights or the Rights Equity Shares, to notify any purchaser of such rights or Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the rights or Rights Equity Shares being sold;
- (10) the Company will not recognize any offer, sale, pledge or other transfer of such rights or Rights Equity Shares made other than in compliance with the above-stated restrictions; and
- (11) the purchaser acknowledges that the Company, the Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such rights or Rights Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such rights or Rights Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Each person in a Member State of the EEA (European Economic Area) which has implemented the Prospectus Directive (each, a “Relevant Member State”) who receives any communication in respect of, or who acquires any rights or Rights Equity Shares under, the offers contemplated in this Draft Letter of Offer will be deemed to have represented, warranted and agreed to and with each Lead Manager and the Company that in the case of any rights or Rights Equity Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive:

- (i) the rights or Rights Equity Shares acquired by it in the placement have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Lead Managers has been given to the offer or resale; or

- (ii) where rights or Rights Equity Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those rights or Equity Shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an “offer of Equity Shares to the public” in relation to any of the rights or Rights Equity Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and the rights or Rights Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the rights or Rights Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

Listing on the Stock Exchange

The existing Equity Shares of our Company are listed on the BSE. We have made an application to the BSE for obtaining ‘in-principle’ approval in respect of the Rights Issue Equity Shares, and have received the same from the BSE by way of its letter dated [●]. We will apply to the BSE for listing and trading approvals in respect of the Rights Issue Equity Shares.

If the permission to deal in and for an official quotation of the securities is not granted by the BSE, we shall forthwith repay, without interest, all monies received from Applicants in pursuance of the Letter of Offer. We will issue and dispatch Allotment advice/ Share Certificates/demat credit and/or letters of regret along with refund order or credit the Allotted Rights Equity Shares to the respective beneficiary accounts, if any, within a period of 15 (fifteen) days from the Issue Closing Date.

If such money is not repaid becomes liable to repay it, i.e., the date of refusal of an application for such a permission from a Stock Exchange, or on expiry of 15 (fifteen) days from the Issue Closing Date in case no permission is granted, whichever is earlier, then our Company and every Director who is an officer in default shall, on and from such expiry of 8 (eight) days, be liable to repay the money, with interest as per applicable law.

Consents

Consents in writing of the Directors, the Statutory Auditors, the Lead Manager, the Legal Counsel to the Issue, the Legal Advisor to the Company, the Registrar to the Issue and the Banker(s) to the Issue to act in their respective capacities have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Manoj Acharya & Associates, Chartered Accountants, our Statutory Auditors, have given their written consent for the inclusion of their report appearing in this Draft Letter of Offer and such consent and report have not been withdrawn up to the date of this Draft Letter of Offer.

Experts Opinion

Our Company has received written consent from the Statutory Auditors, Manoj Acharya & Associates, Chartered Accountants dated September 7, 2017 to include their name as an “expert” under Section 2(38) read with Section 26 of the Companies Act, 2013 in this Draft Letter of Offer in relation to their (i) audit report dated May 29, 2017 on the audited financial statements of our Company for FY 2017 provided under chapter titled “*Financial Statements*” beginning on page 69 of this Draft Letter of Offer, and (ii) the Statement of Tax Benefits dated August 3, 2017, provided under chapter titled “*Statement of Tax Benefits*” beginning on page 50 of this Draft Letter of Offer.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] Lakh. The expenses of the Issue include, among others, fees of the Lead Manager, fees of the Registrar to the Issue, fees of the other advisors, Banker(s) to the Issue, printing and stationery expenses, advertising, travelling and marketing expenses and other expenses.

The estimated Issue expenses are as under:

Particulars	Estimated Expenses (₹ in Lakh)*	% of Estimated Issue size*	% of Estimated Issue expenses*
Fees of the Lead Manager, Registrar to the Issue, Legal Advisor, Auditor's fees etc.	[●]	[●]	[●]
Statutory Advertising, Marketing, Printing & Distribution and ASBA processing fees	[●]	[●]	[●]
Regulatory fees, Filing fees, Stamp Duty, Listing Fees, Depository Fees and other miscellaneous expenses	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

*Amount will be finalized at the time of filing the Letter of Offer and determination of Issue Price and other details.

Investor Grievances and Redressal System

Our Company has adequate arrangements for the redressal of investor complaints. Redressal norm for response time for all correspondence including shareholders complaints is within 15 (fifteen) days. Additionally, we have been registered with SCORES, as required by the SEBI Circular no. CIR/ OIAE/2/2011 dated June 3, 2011. Letters are filed category wise after being duly attended. A well-arranged correspondence system has been developed for letters of a routine nature.

Our Company has a Stakeholders' Relationship Committee which meets as and when required, to deal with and monitor redressal of complaints from shareholders. Link Intime India Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Compliance Officer.

Investor Grievances arising out of the Issue

Any investor grievances arising out of the Issue will be handled by the Registrar to the Issue. The agreement between the Company and the Registrar provides for a period for which records shall be retained by the Registrar in order to enable the Registrar to redress grievances of Investors.

All grievances relating to the Issue may be addressed to the Registrar to the Issue or the SCSB in case of ASBA Applicants giving full details such as Folio No. / Demat Account No., name and address, contact telephone/ cell numbers, email id of the first Applicant, number of Rights Equity Shares applied for, CAF serial number, amount paid on application and the name of the bank/ SCSB and the branch where the CAF was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renouncee should be furnished.

As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company.

The average time taken by the Registrar to the Issue for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavour of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

Investors may contact the Registrar to the Issue at:

Registrar to the Issue

Link Intime Private Limited

C-101, 1st Floor, 247 Park,
L.B.S. Marg, Vikhroli (West),

Mumbai, Maharashtra, India – 400083

Contact Person: Dinesh Yadav

Tele: + 91-22-4918 6200

Fax: + 91-22-4918 6195

Email: sgl.rights@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance ID: sgl.rights@linkintime.co.in

SEBI Registration No.: INR000004058

Investors may contact the Compliance Officer and/or Registrar to the Issue in case of any pre-Issue/ post - Issue related problems such as non-receipt of Allotment advice/Share Certificates/demat credit/refund orders etc. The contact details of the Compliance Officer are as follows:

Company Secretary and Compliance Officer

Mr. Richi M. Shah

12, Abhishree Corporate Park,

Iskon-Ambali Road,

Ahmedabad – 380 058,

Gujarat, India

Telephone: +91-2717-297096/98

Facsimile: +91-2717-297039

E-mail: cs@sgligis.com

Status of Complaints

- a. Total number of complaints received during FY 2014-15: NIL
- b. Total number of complaints received during FY 2015-16: 1 complaint received and resolved
- c. Total number of complaints received during FY 2016-17: 1 complaint received and resolved
- d. Time normally taken for disposal of various types of investor complaints: 7-10 days
 - a. Share transfer process: Within 15 days after receiving full set of documents
 - b. Share transmission process: Within 21 days after receiving full set of documents
 - c. Other Complaints: Within 7 to 10 days from the receipt of the Complaint

Status of outstanding investor complaints

As on the date of this Draft Letter of Offer, there are 3 (three) outstanding investors complaints, wherein two of the investors have raised complaints on SCORES, inter-alia pertaining to dematerialization of the shares. These complaints are yet to be redressed. For further details, please refer chapter titled “Risk Factors” beginning on page 14 of this Draft Letter of Offer.

Changes in statutory auditors during the last three years

There has been no change in the statutory auditors of the Company during last three years.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Issue, or the subscription level falls below 90%, after the Issue Closing Date on account of cheques being returned unpaid or withdrawal of applications, our Company shall refund the entire subscription amount received within 15 (fifteen) days from the Issue Closing Date. In the event that there is a delay of making refunds beyond such period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under the heading titled ‘Basis of Allotment’ in the chapter titled “Terms of the Issue” beginning on page 113 of this Draft Letter of Offer.

SECTION VII – OFFERING INFORMATION

TERMS OF THE ISSUE

The Rights Equity Shares proposed to be issued, are subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, including the CAF, the SAF, the Memorandum of Association and Articles of Association, the provisions of the Companies Act, the FEMA, applicable guidelines and regulations issued by SEBI, the guidelines, notifications and regulations for the issue of capital and for listing of Equity Shares issued by the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of erstwhile listing agreements entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the Allotment Advice or security certificate.

Please note that in terms of the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIB Investors, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the above conditions may optionally apply through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors, or (iii) Investors whose application amount is not more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Rights Equity Shares through the non-ASBA process, irrespective of the application amounts.

ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non-ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please see “*Procedure for Application through the Applications Supported by Blocked Amount (“ASBA”) Process*” on page 127 of this Draft Letter of Offer. Notwithstanding anything contained hereinabove, all Renouncees (including Renouncees who are Individuals) shall apply in the Issue only through the non-ASBA process.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public issues/ Rights Issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in its own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

All rights/obligations of the Eligible Shareholders in relation to application and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Authority for the Issue

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on December 14, 2016, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other provisions of the Companies Act.

Basis for the Issue

The Rights Equity Shares are being offered for subscription for cash to those existing Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories for the purpose of this

Rights Issue in respect of the Equity Shares held in the electronic form and on the register of members in respect of the Equity Shares held in physical form at the close of business hours on the Record Date i.e. [●] fixed in consultation with BSE, i.e. Designated Stock Exchange.

Rights Entitlement

Eligible Equity Shareholder whose name appears as a beneficial owner in respect of the Equity Shares held in the electronic form or appears in the register of members as an Equity Shareholder as on the Record Date i.e. [●], are entitled to the number of Rights Equity Shares as set out in Part A of the CAFs.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch this Letter of Offer/Abridged Letter of Offer and CAF only to Eligible Equity Shareholders who have provided an Indian address to our Company. The distribution of this Letter of Offer/Abridged Letter of Offer and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer/Abridged Letter of Offer/CAF that such person is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements will not be, in any restricted jurisdiction.

PRINCIPAL TERMS OF THE EQUITY SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹ 2 each.

Issue Price

Each Rights Equity Share shall be offered at an Issue Price of ₹ [●] for cash at a premium of ₹ [●] per Rights Equity Share. The Issue Price has been arrived at after consultation between our Company and the Lead Manager and has been decided prior to the determination of the Record Date.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held on the Record Date.

Terms of Payment

The full amount of ₹ [●] per shall be payable at the time of making the Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to the existing Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held as on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in a multiple of [●] Rights Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preference in the Allotment of one Additional Rights Equity Share each, if such Equity Shareholders have applied for Additional Rights Equity Shares over and above their Rights Entitlement, if any.

For example, if an Equity Shareholder holds [●] Equity Shares, he will be entitled to [●] Rights Equity Shares on a rights basis. He will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if he has applied for the same.

Also, those Equity Shareholders holding less than [●] Equity Shares and therefore entitled to 'Zero' Rights Equity Shares under this Issue shall be dispatched a CAF with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of one Additional Rights Equity Share if, such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. CAF's with zero entitlement will be non-negotiable/non-renounceable.

For example, if an Eligible Equity Shareholder holds between one and [●] Equity Shares, he will be entitled to zero Rights Equity Shares on a rights basis. He will be given a preference for Allotment of one Additional Rights Equity Share if he has applied for the same.

Ranking

The Rights Equity Shares being issued shall be subject to the provisions of our Memorandum of Association and Articles of Association. The Rights Equity Shares issued under this Issue shall rank *pari passu*, in all respects including dividend, with our existing Equity Shares.

Listing and trading of Equity Shares proposed to be issued

Our Company's existing Equity Shares are currently listed and traded on BSE (Scrip Code: 526544 under the ISIN – INE967B01028).

We have received "in-principle" approval for the listing of the Rights Equity Shares to be issued pursuant to the Issue in accordance with Regulation 110 of the Listing Regulations from BSE pursuant to letter dated [●].

The Rights Equity Shares proposed to be issued on a rights basis shall, in terms of SEBI Circular No. CIR/MRD/DP/21 /2012 dated August 2, 2012, be Allotted under a temporary ISIN shall be frozen till the time final listing/ trading approval is granted by the Stock Exchange. Upon receipt of such listing and trading approval, the Rights Equity Shares proposed to be issued on a rights basis shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading.

The listing and trading of the Rights Equity Shares shall be based on the current regulatory framework applicable thereto. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. Upon Allotment, the Equity Shares shall be traded on Stock Exchanges in the demat segment only.

The Rights Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within 7 (seven) Working Days of finalization Basis of Allotment.

If permissions to list, deal in and for an official quotation of the Rights Equity Shares are not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Letter of Offer. If such money is not repaid beyond 8 (eight) days after our Company becomes liable to repay it, i.e., the date of refusal of an application for such a permission from a Stock Exchange, or on expiry of 15 (fifteen) days from the Issue Closing Date in case no permission is granted, whichever is earlier, then our Company and every Director who is an officer in default shall, on and from such expiry of 8 (eight) days, be liable to repay the money, with interest as per applicable laws.

Rights of the Equity Shareholders

Subject to applicable laws, the Eligible Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared.
- Right to attend general meetings and exercise voting powers proportionate to the amount paid-up, unless prohibited by law;
- Right to vote on poll, either in person or proxy and exercise voting power, unless prohibited by law;
- Right to receive offers for Rights Equity Shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation;
- Right to free transferability of Equity Shares; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and our Memorandum of Association and Articles of Association.

General Terms and Conditions of the Issue for ASBA and Non-ASBA Investors

Market Lot

The Rights Equity Shares of our Company are tradable only in dematerialized form. The market lot for the Rights Equity Shares in dematerialised mode is one. In case an Eligible Equity Shareholder holds Equity Shares in physical form, our Company would issue one certificate for the Rights Equity Shares allotted to each folio (the “**Consolidated Certificate**”). Such Consolidated Certificates may be split into smaller denominations at the request of the respective Eligible Equity Shareholder.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association. CAF would be required to be signed by all the joint holders. In case of renunciation, joint holders will sign Part B of the CAF.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the CAF in the space provided for this purpose.

In case of Eligible Equity Shareholders who are individuals, a sole Eligible Equity Shareholder or the first named Eligible Equity Shareholder, along with other joint Eligible Equity Shareholders, if any, may nominate any person(s) who, in the event of the death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the Equity Shares. A person, being a nominee, becoming entitled to the Rights Equity Shares by reason of the death of the original Eligible Equity Shareholder(s), shall be entitled to the same advantages to which he would be entitled if he were the registered holder of the Equity Shares. Where the nominee is a minor, the Eligible Equity Shareholder(s) may also make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s), in the event of death of the said holder, during the minority of the nominee. A nomination shall stand rescinded upon the sale of the Equity Shares by the person nominating. A transferee will be entitled to make a fresh nomination in the manner prescribed. When the Equity Share is held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all the holders. Fresh nominations can be made only in the prescribed form available on request at our Registered Office or such other person at such addresses as may be notified by us. In terms of Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014, any person who becomes a nominee shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Rights Equity Shares; or
- to make such transfer of the Rights Equity Shares, as the deceased holder could have made.

If the person being a nominee, so becoming entitled, elects to be registered as holders of the Rights Equity Shares himself or herself, he/she shall deliver to our Company a notice in writing signed by him stating that he/she so elects and such notice shall be accompanied with the death certificate of the deceased holder.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Only one nomination would be applicable for one folio. Hence, in case the Equity Shareholder(s) has already registered the nomination with us, no further nomination needs to be made for Rights Equity Shares that may be allotted in this Issue under the same folio.

In case the Allotment of Rights Equity Shares is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with respective Depository Participant ("DP") of the Investor would prevail. Any Investor desirous of changing the existing nomination is requested to inform their respective DP.

Arrangements for Disposal of Odd Lots

Our Company's Rights Equity Shares are traded in dematerialised form only and therefore the marketable lot is 1 (one) share and hence, no arrangements for disposal of odd lots are required.

Notices

All notices to the Eligible Equity Shareholder(s) required to be given by our Company shall be published in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and regional language daily newspaper with wide circulation and/ or will be sent by ordinary post/ registered post/ speed post to the registered address of the Eligible Equity Shareholders in India or the Indian address provided by the Eligible Equity Shareholders, from time to time. However, the distribution of the Letter of Offer/Abridge Letter of Offer and the issue of Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Issue of the Rights Equity Shares being offered under the Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 15 (fifteen) days from the Issue Closing Date. If there is any delay in the refund of the subscription amount of more than 8 (eight) days after our Company becomes liable to pay the subscription amount (i.e. 15 (fifteen) days after the Issue Closing Date), our Company shall pay interest for the delayed period, at such rates as prescribed under the Companies Act.

Subscription by Promoter and Promoter Group

The following Promoter and the Promoter Group of our Company through their letters dated September 21, 2017 (the "Subscription Letters") have confirmed that they intend to subscribe to the full extent of their Rights Entitlement in the Issue and to the extent of the unsubscribed portion of the Issue:

1. Mr. Rameshchandra K. Sojitra
2. Mrs. Leelavanti R. Sojitra
3. Ms. Vaacha Sojitra
4. Mr. Vishwas Sojitra
5. Mr. Chirag J. Soni
6. Rameshchandra K. Sojitra HUF
7. Karnavati Infrastructure Projects Limited

Further, the Promoter and Promoter Group may also apply for Additional Rights Equity Shares along with their Rights Entitlement and / or renunciation.

Such subscriptions of Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding above their current percentage shareholding. Any acquisition of Additional Rights Equity Shares shall not result in change of control of the management of the Company in accordance with provisions of the SEBI Takeover Regulations and shall be exempt subject to fulfillment of the conditions of Regulation 10 of the SEBI Takeover Regulations. The members of the Promoter and Promoter Group acknowledge

and undertake that their investment would be restricted to ensure that the public shareholding in the Company after the Issue do not fall below the permissible minimum level as specified in the Regulation 38 of the SEBI Listing Regulations.

Our Company and certain members of the Promoter and Promoter Group, namely Karnavati Infrastructure Projects Limited, Mr. Rameshchandra K. Sojitra and Mrs. Leelavanti R. Sojitra have, through separate agreements each dated July 1, 2017, consented to adjust the interest-free unsecured loans, amounting in aggregate upto ₹ 2,350.00 Lakh, extended by such members, to our Company, against monies payable by each of them, for the issue and Allotment of Rights Equity Shares by our Company to them towards their subscription (in part or full, as the case may be) in the Issue.

As such, other than meeting the requirements indicated in the chapter titled “*Objects of the Issue*” beginning on page 45 of this Draft Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares, even if, as a result of any allotment in the Issue to our Promoter and / or the members of our Promoter Group, the shareholding of our Promoter and/or Promoter Group in our Company exceeds their current shareholding.

In case the Rights Issue remains unsubscribed and/ or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

Underwriting to the Issue

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Procedure for Application

The CAF for Rights Equity Shares offered as a part of the Issue would be printed for all Eligible Equity Shareholders. In case the original CAFs are not received by the Eligible Equity Shareholders or is misplaced by the Eligible Equity Shareholders, the Eligible Equity Shareholders may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID Number, Client ID Number and their full name and address. In case the signature of the Eligible Equity Shareholder(s) does not match with the specimen registered with us, the application is liable to be rejected.

Please note that neither our Company nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF/ duplicate CAF attributable to postal delays or if the CAF/ duplicate CAF are misplaced in the transit.

Please note that in accordance with the provisions of the SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000 complying with the eligibility conditions prescribed under the SEBI circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the conditions prescribed under the SEBI circular dated December 30, 2009 may optionally apply through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors, or (iii) Investors whose Application Money is more than ₹200,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money.

Composite Application Form (“CAF”)

The Registrar to the Issue will dispatch the CAF to Eligible Equity Shareholders as per their Rights Entitlement on the Record Date. The CAF will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. Applicants may also choose to accept the offer to participate in the Issue by making plain paper Applications. For more information, please see under this chapter titled “*Terms of the Issue*” beginning on page 113 of this Draft Letter of Offer.

The CAF consists of four parts:

- Part A: Form for accepting the Rights Equity Shares offered as a part of this Issue, in full or in part, and for applying for Additional Rights Equity Shares;
- Part B: Form for renunciation of Rights Equity Shares;
- Part C: Form for application for renunciation of Rights Equity Shares by Renouncee(s);
- Part D: Form for request for Split Application Forms.

Option available to the Equity Shareholders

The CAFs will clearly indicate the number of Rights Equity Shares that the Shareholder is entitled to.

If the Eligible Equity Shareholder applies for an investment in the Rights Equity Shares, then he/she can:

- Apply for his Rights Entitlement of Rights Equity Shares in full;
- Apply for his Rights Entitlement of Rights Shares in part (without renouncing the other part) ;
- Apply for his Rights Entitlement of Rights Equity Shares in part and renounce the other part of the Rights Equity Shares;
- Apply for his Rights Entitlement in full and apply for Additional Rights Equity Shares;
- Renounce his Rights Entitlement in full.

Acceptance of the Issue

You may accept the offer to participate and apply for the Rights Equity Shares, either in full or in part without renouncing the balance by filling Part A of the CAFs and submit the same along with the Application Money payable to the Bankers to the Issue and any of the collection centers as mentioned on the reverse of the CAFs before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by the Board of Directors in this regard. Investors at centres not covered by the collection branches of the Bankers to the Issue can send their CAFs together with the cheque drawn at par on a local bank at Mumbai/demand draft payable at Mumbai to the Registrar to the Issue by registered post / speed post so as to reach the Registrar prior to the Issue Closing Date. Please note that neither our Company nor the Lead Manager nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF, attributable to postal delays or if the CAF is misplaced in the transit. Applications sent to anyone other than the Registrar to the Issue are liable to be rejected. For further details on the mode of payment, please see the headings “*Mode of Payment for Resident Equity Shareholders / Applicants*” and “*Mode of Payment for Non-Resident Equity Shareholders/ Applicants*” on page 125 of this Draft Letter of Offer.

Additional Equity Shares

You are eligible to apply for Additional Rights Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply under applicable law and have applied for all the Rights Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for Additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to sectoral caps and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under this chapter titled “*Terms of the Issue*” beginning on page 113 of this Draft Letter of Offer.

If you desire to apply for Additional Rights Equity Shares, please indicate your requirement in the place provided for Additional Rights Equity Shares in Part A of the CAF. The Renouncees applying for all the Equity Shares renounced in their favour may also apply for Additional Rights Equity Shares. In terms of Regulation 6 of Notification No. FEMA 20/2000-RB dated May 3, 2000, as amended from time to time, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company.

Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

Renunciation

This Issue includes a right exercisable by you to renounce the Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that our Company shall not Allot and/ or register the Equity Shares in favour of the following Renouncees: (i) more than three persons (including joint holders), (ii) partnership firm(s) or their nominee(s), (iii) minors, (iv) HUF, or (v) any trust or society (unless the same is registered under the Societies Registration Act, 1860, as amended or the Indian Trust Act, 1882, as amended or any other applicable law relating to societies or trusts and is authorized under its constitution or bye-laws to hold Equity Shares, as the case may be). Applications by HUFs will be treated as on par with applications by natural persons. Additionally, the Eligible Equity Shareholders may not renounce in favour of persons or entities which would otherwise be prohibited from being offered or subscribing for Equity Share or Rights Entitlement under applicable securities or other laws. Eligible Equity Shareholders may also not renounce in favour of persons or entities in the United States.

Any renunciation (i) from resident Indian equity shareholder(s) to non –resident, or (ii) from non-resident equity shareholder(s) to resident Indian(s), or (iii) from a non-resident equity shareholder(s) to other non-resident(s), is subject to the renouncer (s)/ Renouncee(s) obtaining the necessary regulatory approvals. Our Company proposes to apply to the RBI for seeking approval for renunciation of Rights Entitlement by (a) an Eligible Equity Shareholder resident in India, in favour of any person resident outside India (other than OCBs); (b) an Eligible Equity Shareholder resident outside India (other than OCBs), in favour of any person resident in India; and (c) an Eligible Equity Shareholder resident outside India (other than OCBs), in favour of any other person resident outside India (other than OCBs). In case our Company does not receive such approval, the renouncer/Renouncee is required to obtain such approval and attach to the CAF. All such renunciations shall be subject to any conditions that may be specified in the RBI approval. Applications not complying with conditions of the approval/ not accompanied by such approvals are liable to be rejected.

By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, OCBs have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Accordingly , the Eligible Equity Shareholders of our Company who do not wish to subscribe to the Equity Shares being offered but wish to renounce the same in favour of the Renouncee shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

The RBI has, however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000- RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. Shareholders renouncing their rights in favour of OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such approval to us at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the CAF.

Part ‘A’ of the CAF must not be used by any person(s) other than those in whose favour this offer has been made. If used, this will render the application invalid. Submission of the enclosed CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part ‘B’ of the CAF) duly filled in shall be conclusive evidence for our Company of the person(s) applying for Equity Shares in part ‘C’ of the CAF to receive Allotment of such Equity Shares. The Renouncees applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares. Part ‘A’ of the CAF must not be used by the Renouncee(s) as this will render the application invalid. Renouncee(s) will have no further right to renounce any Rights Equity Shares in favour of any other person.

Procedure for renunciation

To renounce all the Rights Equity Shares offered to an Eligible Equity Shareholder in favour of one Renouncee

If you wish to renounce the Rights Entitlement indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint Renouncees, all joint Renouncees must sign Part 'C' of the CAF.

To renounce in part/or renounce the whole to more than one person(s)

If you wish to either (i) accept the Rights Entitlement in part and renounce the balance, or (ii) renounce the entire Rights Entitlement under this Issue in favour of two or more Renouncees, the CAF must be first split into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as provided herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Equity Shareholder(s), who has renounced the Rights Equity Shares, does not match with the specimen registered with our Company/Depositories, the application is liable to be rejected.

Renouncee(s)

The person(s) in whose favour the Rights Equity Shares are renounced should fill in and sign part 'C' of the CAF and submit the entire CAF to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the CAFs on or before the Issue Closing Date along with Application Money in full.

Change and/or introduction of additional holders

If an Applicant wishes to apply Rights Equity Shares jointly with other person(s), not more than three, who is/are not already a joint holder with such person, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that our Board of Directors of our Company shall be entitled in its absolute discretion to reject the request for Allotment from the Renouncee(s) without assigning any reason therefore.

Instructions for Options

The summary of options available to the Eligible Equity Shareholders is presented below. Applicants may exercise any of the following options with regard to the Equity Shares offered, using the enclosed CAF:

Sr. No.	Options Available	Action Required
1.	Accept whole or part of Rights Entitlement without renouncing the balance.	Fill in and sign Part A (All joint holders must sign in the same sequence)
2.	Accept Rights Entitlement in full and apply for Additional Rights Equity Shares	Fill in and sign Part A including Block III relating to the acceptance of entitlement and Block IV relating to Additional Rights Equity Shares (All joint holders must sign in the same sequence)
3.	Accept a part of Rights Entitlement and renounce the balance to one or more Renouncee(s)	Fill in and sign Part D (all joint holders must sign in the same sequence) requesting for SAFs. Send the CAF to the Registrars to the Issue so as to reach them on or before the last date for receiving requests for SAFs. Splitting will be permitted only

Sr. No.	Options Available	Action Required
	OR	once. On receipt of the SAF take action as indicated below:
	Renounce Rights Entitlement to all the Equity Shares offered to more than one Renouncee.	i) For the Rights Equity Shares you wish to accept, if any, fill in and sign Part A. ii) For the Rights Equity Shares you wish to renounce, fill in and sign Part B indicating the number of Rights Equity Shares renounced and hand it over to the Renouncee. Each of the Renouncee should fill in and sign Part C for the Equity Shares accepted by them.
4.	Renunciation of Rights Entitlement in full to one person (Joint Renouncees are considered as one)	Fill in and sign Part B (all joint holders must sign in the same sequence) indicating the number of Equity Shares renounced and hand it over to the Renouncee. The Renouncee must fill in and sign Part C (All joint Renouncees must sign)
5.	Introduce a joint holder or change the sequence of joint holders	This will be treated as a renunciation. Fill in and sign Part B and the Renouncee must fill in and sign Part C.

In case of Rights Equity Shares held in physical form, applicants must provide information in the CAF as to their respective bank account numbers, name of the bank, to enable the Registrar to print the said details on the refund order. Failure to comply with this may lead to rejection of application. In case of Rights Equity Shares held in demat form, bank account details furnished by the Depositories will be printed on the refund order.

Please note that:

- Part 'A' of the CAF must not be used by any person(s) other than the Eligible Equity Shareholder to whom the Letter of Offer has been addressed. If used, this will render the application invalid.
- Applicants must provide information in the CAF as to their account number and the name of the bank, to enable Registrar to print the information on the refund orders where equity shares are held in physical form.
- Request for SAFs should be made for minimum of one Rights Equity Share or, in either case, in multiples thereof and one SAF for balance Rights Equity Shares, if any.
- Request by the Applicant for the SAFs should reach the Registrar on or before [•].
- Only the Eligible Equity Shareholder to whom the Letter of Offer has been addressed shall be entitled to renounce and to apply for SAFs. Forms once split cannot be split further.
- SAFs will be sent to the Applicant(s) by post at the Applicant's risk.
- Eligible Equity Shareholders shall not renounce in favour of persons or entities in the United States or who would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities laws.
- While applying for or renouncing their Rights Entitlement, joint Eligible Equity Shareholders must sign the Application Form or SAF in the same order and as per specimen signatures recorded with our Company/ Depositories.
- Applicants must write their CAF numbers at the back of the cheque / demand draft.
- Application(s) received from NR/NRIs, or persons of Indian origin residing abroad shall be subject to conditions, as may be imposed from time to time by the RBI under FEMA in the matter of refund of Application Money, Allotment of Equity Shares, interest, export of share certifications, etc. In case a NR or NRI Eligible Equity Shareholder has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the CAF. Applications not accompanied by the aforesaid

approvals are liable to be rejected.

- The RBI has mandated that CTS 2010 standard non-compliant cheques can be presented in clearing only in reduced frequency, specifically once a week, on Mondays of every week from November 1, 2014 onwards. This would have an impact on timelines for the issuance of final certificates; hence the CAFs accompanied by non-CTS cheques could get rejected.

Availability of duplicate CAF

In case the original CAF is not received, or is misplaced by the Applicant, the Registrar to the Issue will issue a duplicate CAF on the request of the Applicant who should furnish the registered folio number/ DP and Client ID and his/ her full name and address to the Registrar to the Issue. Please also note that shareholder has an option to print the duplicate CAF from the website of the Registrar to the Issue (web site: www.linkintime.co.in) by providing his / her folio. no. / DP ID / Client ID to enable the shareholder to apply for the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue at least 7 (seven) days prior to the Issue Opening Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Applicant violates such requirements, he / she shall face the risk of rejection of either original CAF or both the applications. Neither our Company nor the Registrar or the Lead Manager to the Issue will be responsible for postal delays or loss of duplicate CAF in transit, if any.

Application on Plain Paper

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque/ demand draft, net of bank and postal charges payable at Mumbai and the Investor should send the same by registered post directly to the Registrar to the Issue. For further details on the mode of payment, please see the headings “*Mode of Payment for Resident Equity Shareholders / Applicants*” and “*Mode of Payment for Non-Resident Equity Shareholders/ Applicants*” on page 125 of this Draft Letter of Offer. Applications on plain paper from any address outside India will not be accepted.

The envelope should be super-scribed “Scanpoint Geomatics Limited – Rights Issue” and should be postmarked in India. The application on plain paper, duly signed by the Applicant(s) including joint holders, in the same order as per specimen recorded with our Company, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

1. Name of the issuer being Scanpoint Geomatics Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders;
3. Registered Folio Number/ DP and Client ID Number;
4. Number of Equity Shares held as on Record Date;
5. Share Certificate numbers and distinctive numbers of Equity Shares, if held in physical form;
6. Allotment option preferred – physical or demat form, if held in physical form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for;
9. Number of Additional Rights Equity Shares applied for, if any;
10. Total number of Rights Equity Shares applied for;
11. Total application amount paid at the rate of ₹ [●] per Rights Equity Share;

12. Particulars of cheque/ demand draft;

13. Savings/Current Account Number and name and address of the bank where the Applicant will be depositing the refund order. In case of Equity Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories.

14. Additionally, non-resident Applicants shall include the representation in writing that:

"I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Applicants in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholders violates such requirements, he/she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Applicant without any interest thereon.

Last date for Application

The last date for submission of the duly filled in CAF is [●]. The Board of Directors or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 (thirty) days from the Issue Opening Date.

If the CAF together with the amount payable is not received by the Banker to the Issue/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/ Committee of Directors, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board/ Committee of Directors shall be at liberty to dispose the Rights Equity Shares hereby offered, as provided under paragraph titled “Basis of Allotment” in this chapter titled “*Terms of the Issue*” beginning on page 113 of this Draft Letter of Offer.

Modes of Payment

Investors are advised to use CTS cheques or use the ASBA facility to make payment. Investors are cautioned that CAFs accompanied by non-CTS cheques are liable to be rejected due to any delay in clearing beyond 6 (six) Working Days from the Issue Closing Date.

Mode of payment for Resident Equity Shareholders / Applicants

1. All cheques / demand drafts accompanying the CAF should be drawn in favour of “Scanpoint Geomatics Limited – Rights Issue - R” crossed ‘A/c Payee only’ and should be submitted along with the CAF to the Bankers to the Issue/ Collecting Bank or to the Registrar on or before Issue Closing Date;
2. Investors residing at places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with an account payee cheque/ demand draft for the full Application Money, net of bank and postal charges drawn in favour of “Scanpoint Geomatics Limited – Rights Issue - R”, crossed ‘A/c Payee only’ and payable at Mumbai directly to the Registrar by registered post so as to reach them on or before the Issue Closing Date. The envelope should be super-scribed “Scanpoint Geomatics Limited – Rights Issue”. Our Company or the Registrar will not be responsible for postal delays or loss of applications in transit, if any. Applications through mail should not be sent in any manner except as provided above. The CAF along with the Application Money must not be sent to our Company or the Lead Manager. Applicants as requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Equity Shareholders / Applicants

As regards the applications by non-resident Investor, the following conditions shall apply:

1. Individual non-resident Indian Applicants who are permitted to subscribe for Securities by applicable local securities laws can obtain application forms from the following address:

Link Intime (India) Private Limited

C 101, 1st Floor, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai, Maharashtra, India - 400083.

Telephone: + 91-22-4918 6200

Facsimile: +91 91-22-4918 6195

Email: sgl.rights@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance Email: sgl.rights@linkintime.co.in

Contact Person: Mr. Sumit Deshpande

SEBI Registration Number: INR000004058

- Applications will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Securities may be restricted by applicable securities laws.
- Non-resident investors applying from places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with Demand Draft for the full application amount, net of bank and postal charges drawn in favour of “Scanpoint Geomatics Limited – Rights Issue - NR”, crossed ‘A/c Payee only’ payable at Mumbai directly to the Registrar by registered post so as to reach them on or before the Issue Closing Date. The envelope should be super scribed “Scanpoint Geomatics Limited – Rights Issue”. Our Company or the Registrar will not be responsible for postal

delays or loss of applications in transit, if any.

- Payment by non-residents must be made by demand draft payable at Mumbai / cheque drawn on a bank account maintained at Mumbai or funds remitted from abroad in any of the following ways:

Application with repatriation benefits

- By Indian Rupee drafts purchased from abroad and payable at Mumbai or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate); or
- By cheque / bank drafts remitted through normal banking channel or out of funds in Non-Resident External Account (NRE) or FCNR Account maintained with banks authorised to deal in foreign currency in India, along with documentary evidence in support of remittance;
- By Rupee draft purchased by debit to NRE/FCNR Account maintained elsewhere in India and payable at Mumbai;
- FIIs registered with SEBI must utilise funds from special non-resident rupee account;
- Non-resident investors with repatriation benefits should draw the cheques/ demand drafts in favour of “Scanpoint Geomatics Limited – Rights Issue - NR”, crossed “A/c Payee only” for the full Application Money, net of bank and postal charges and which should be submitted along with the CAF to the Bankers to the Issue/collection centres or to the Registrar;
- Applicants should note that where payment is made through drafts purchased from NRE/ FCNR/ NRO account as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account should be enclosed with the CAF. In the absence of such an account debit certificate, the application shall be considered incomplete and is liable to be rejected.

Application without repatriation benefits

- As far as non-residents holding Securities on non-repatriation basis are concerned, in addition to the modes specified above, payment may also be made by way of cheque drawn on Non-Resident (Ordinary)Account (“**NRO Account**”) maintained in Mumbai or Rupee Draft purchased out of NRO Account maintained elsewhere in India but payable at Mumbai. In such cases, the Allotment of Securities will be on non-repatriation basis.
- Non-resident investors without repatriation benefits should draw the cheques/demand drafts in favour of “Scanpoint Geomatics Limited – Rights Issue - R”, crossed “A/c Payee only” for the full application amount, net of bank and postal charges and which should be submitted along with the CAF to the Bankers to the Issue/collection centres or to the Registrar;
- Applicants should note that where payment is made through drafts purchased from NRE/ FCNR/ NRE accounts, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account should be enclosed with the CAF. In the absence of such an account debit certificate, the application shall be considered incomplete and is liable to be rejected.
- An Eligible Shareholder whose status has changed from resident to non-resident should open a new demat account reflecting the changed status. Any application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Notes:

- In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the IT Act.

- In case Rights Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
- The CAF duly completed together with the amount payable on application must be deposited with the Collecting Bank indicated on the reverse of the CAFs before the close of banking hours on or before the Issue Closing Date. A separate cheque or bank draft must accompany each CAF.
- In case of an application received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines/ rules prescribed by RBI / Government of India as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

Procedure for Application through the Applications Supported by Blocked Amount (“ASBA”) Process

This section is for the information of the ASBA Applicants proposing to subscribe to the Issue through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Applicants who are eligible to apply under the ASBA Process are advised to make their independent investigations and to ensure that the CAF is correctly filled up.

Our Company, Lead Manager, our Directors, our employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to applications accepted by SCSBs, applications uploaded by SCSBs, applications accepted but not uploaded by SCSBs or applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for applications uploaded by SCSBs, the amount payable on application has been blocked in the relevant ASBA Account.

Please note that in accordance with the provisions of the SEBI circular bearing number CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the conditions prescribed under the SEBI circular dated December 30, 2009 may optionally apply through the ASBA process. The Investors who are not (i) QIBs, (ii) Non Institutional Investors, or (iii) Investors whose Application Money is more than ₹ 2,00,000 can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in its own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, in accordance with the applicable regulations.

The list of banks which have been notified by SEBI to act as SCSBs for the ASBA Process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the CAF, please refer the above mentioned SEBI link.

Equity Shareholders who are eligible to apply under the ASBA Process

The option of applying for Rights Equity Shares in the Issue through the ASBA Process is only available to the Applicants of our Company on the Record Date and who:

- hold the Equity Shares in dematerialised form as on the Record Date and have applied towards his/her Rights Entitlements or additional Equity Shares in the Issue in dematerialised form;
- have not renounced his/her Rights Entitlements in full or in part;
- are not a Renouncee;
- are applying through a bank account maintained with SCSBs; and
- are eligible under applicable securities laws to subscribe for the Rights Entitlement and the Rights Equity Shares in the Issue.

CAF

The Registrar will dispatch the CAF to all Eligible Shareholders as per their Rights Entitlement on the Record Date for the Issue. Those Investors who wish to apply through the ASBA payment mechanism will have to select for this mechanism in Part A of the CAF and provide necessary details.

Investors desiring to use the ASBA Process are required to submit their applications by selecting the ASBA Option in Part A of the CAF only. Application in electronic mode will only be available with such SCSBs who provide such facility. The Investors shall submit the CAF to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said ASBA Account. More than one ASBA Investor may apply using the same ASBA Account, provided that the SCSBs will not accept a total of more than five CAFs with respect to any single ASBA Account.

Acceptance of the Issue

You may accept the Issue and apply for the Securities either in full or in part, by filling Part A of the respective CAFs sent by the Registrar, selecting the ASBA process option in Part A of the CAF and submit the same to the Designated Branch of the SCSB before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by the Board of Directors in this regard.

Additional Rights Equity Shares

You are eligible to apply for Additional Rights Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply for Rights Equity Shares under applicable law and you have applied for all the Rights Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for Additional Rights Equity Shares shall be considered and Allotment shall be made at the sole discretion of the Board, in consultation with the BSE and in the manner prescribed under this chapter titled “*Terms of the Issue*” beginning on page 113 of this Draft Letter of Offer.

If you desire to apply for Additional Rights Equity Shares, please indicate your requirement in the place provided for Additional Rights Equity Shares in Part A of the CAF.

Renunciation under the ASBA Process

ASBA Investors can neither be Renouncees, nor can renounce their Rights Entitlement.

Mode of payment

The Investor applying under the ASBA Process agrees to block the entire amount payable on application with the submission of the CAF, by authorizing the SCSB to block an amount, equivalent to the amount payable on application, in an ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the CAF, the SCSB shall block an amount equivalent to the amount payable on application mentioned in the CAF until it receives instructions from the Registrar to the Issue. Upon receipt of intimation from the Registrar to the Issue, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account. This amount will be transferred in terms of the SEBI Regulations, into a separate bank account maintained by our Company for the purpose of the Issue. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar, the Lead Manager to the respective SCSB.

The Investor applying under the ASBA Process would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the CAF.

The SCSB may reject the application at the time of acceptance of CAF if the ASBA Account, details of which have been provided by the Investor in the CAF does not have sufficient funds equivalent to the amount payable on application mentioned in the CAF. Subsequent to the acceptance of the application by the SCSB, our Company would have a right to reject the application only on technical grounds.

Please note that in accordance with the provisions of the SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, all QIBs and Non-Institutional Investors complying with the eligibility conditions prescribed under SEBI circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily invest through the ASBA process.

Options available to the Eligible Equity Shareholders applying under the ASBA Process

The summary of options available to the Eligible Equity Shareholders is presented below. You may exercise any of the following options with regard to the Equity Shares, using the respective CAFs received from Registrar:

Option Available	Action Required
Accept whole or part of your Rights Entitlement without renouncing the balance.	Fill in and sign Part A of the CAF (All joint holders must sign)
Accept your Rights Entitlement in full and apply for additional Equity Shares.	Fill in and sign Part A of the CAF including Block III relating to the acceptance of entitlement and Block IV relating to additional Securities (All joint holders must sign)

The Investors applying under the ASBA Process will need to select the ASBA option process in the CAF and provide required necessary details. However, in cases where this option is not selected, but the CAF is tendered to the Designated Branch of the SCSBs with the relevant details required under the ASBA process option and the SCSBs block the requisite amount, then that CAFs would be treated as if the Investor has selected to apply through the ASBA process option.

Application on Plain Paper

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper from any address outside India will not be accepted.

The envelope should be super-scribed “Scanpoint Geomatics Limited– Rights Issue - R” or “Scanpoint Geomatics Limited– Rights Issue - NR” as the case may be and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/ Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Scanpoint Geomatics Limited
- Name and address of the Eligible Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID No.;
- Certificate numbers and distinctive numbers of Equity Shares, if held in physical form;
- Number of Equity Shares held as on Record Date;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹ [●] per Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of non-resident investors, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for applications on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- Signature of the Eligible Equity Shareholders to appear in the same sequence and order as they appear in our records; and
- Additionally, all such Eligible Equity Shareholders applying through ASBA are deemed to have accepted the following:

“I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Applicants in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Option to receive Rights Equity Shares in Dematerialized Form

ELIGIBLE SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

General instructions for Eligible Equity Shareholders applying under the ASBA Process:

- a) Please read the instructions printed on the respective CAF carefully.
- b) Application should be made on the printed CAF only and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, Abridged Letter of Offer are liable to be rejected. The CAF must be filled in English.
- c) The CAF in the ASBA Process should be submitted at a Designated Branch of the SCSB and whose bank account details are provided in the CAF and not to the Bankers to the Issue/Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to our Company or the Registrar or the Lead Manager to the Issue.
- d) All Eligible Equity Shareholders, and in the case of application in joint names, each of the joint Applicants, should mention his/her PAN allotted under the IT Act, irrespective of the amount of the application. Except for applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, CAFs without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Eligible Equity Shareholders for which PAN details have not been verified shall be “suspended for credit” and no allotment and credit of Securities pursuant to the Issue shall be made into the accounts of such Eligible Equity Shareholders.
- e) All payments will be made by blocking the amount in the ASBA Account. Cash payment or payment by cheque/demand draft/pay order is not acceptable. In case payment is affected in contravention of this, the application may be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- f) Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Eligible Equity Shareholders must sign the CAF as per the specimen signature recorded with our Company/or Depositories.
- g) In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with our Company/ Depositories. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- h) All communication in connection with application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers and CAF number.

- i) Only the person or persons to whom the Rights Equity Shares have been offered and not Renouncee(s) shall be eligible to participate under the ASBA process.
- j) Only persons outside the restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Securities under applicable securities laws are eligible to participate.
- k) Only the Eligible Equity Shareholders holding securities in demat are eligible to participate through the ASBA process.
- l) Eligible Equity Shareholders who have renounced their entitlement in part/ full are not entitled to apply using the ASBA process.
- m) Please note that pursuant to the applicability of the directions issued by SEBI vide its circular CIR/CFD/DIL/1/ 2011 dated April 29, 2011, all Eligible Equity Shareholders who are QIBs, Non-Institutional Eligible Shareholders and other Eligible Equity Shareholders whose application amount exceeds ₹ 2,00,000 can participate in the Issue only through the ASBA process. The Eligible Equity Shareholders who are not (i) QIBs, (ii) Non-Institutional Eligible Shareholders or (iii) investors whose application amount is more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in its own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, in accordance with the applicable regulations.

- n) In case of non – receipt of CAF, application can be made on plain paper mentioning all necessary details as mentioned under this chapter titled “*Terms of the Issue*” beginning on page 113 of this Draft Letter of Offer.

Do's:

- a) Ensure that the ASBA Process option is selected in Part A of the CAF and necessary details are filled in.
- b) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as Securities will be allotted in the dematerialized form only.
- c) Ensure that the CAFs are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the CAF.
- d) Ensure that there are sufficient funds (equal to {number of Securities as the case may be applied for} X {Issue Price of Securities, as the case may be}) available in the ASBA Account mentioned in the CAF before submitting the CAF to the respective Designated Branch of the SCSB.
- e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the CAF, in the ASBA Account, of which details are provided in the CAF and have signed the same.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the CAF in physical form.

- g) Except for CAFs submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Eligible Shareholder should mention their PAN allotted under the IT Act.
- h) Ensure that the name(s) given in the CAF is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF.
- i) Ensure that the Demographic Details are updated, true and correct, in all respects.
- j) Ensure that the account holder in whose bank account the funds are to be blocked has signed authorising such funds to be blocked.

Don'ts:

- a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b) Do not apply on duplicate CAF after you have submitted a CAF to a Designated Branch of the SCSB.
- c) Do not pay the amount payable on application in cash, by money order, pay order or by postal order.
- d) Do not send your physical CAFs to the Lead Manager / Registrar / Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB) / to a branch of the SCSB which is not a Designated Branch of the SCSB / Company; instead submit the same to a Designated Branch of the SCSB only.
- e) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- f) Do not apply if the ASBA account has been used for five Eligible Shareholders.
- g) Do not apply through the ASBA Process if you are not an ASBA Eligible Shareholder.
- h) Do not instruct the SCSBs to release the funds blocked under the ASBA Process.

Grounds for Technical Rejection under the ASBA Process

In addition to the grounds listed under “*Grounds for Technical Rejection for non-ASBA Investors*” on page 142 of this Draft Letter of Offer, applications under the ASBA Process are liable to be rejected on the following grounds:

- I. Application on a SAF (unless all the SAFs are used by the original shareholder).
- II. Application for Allotment of Rights Entitlements or Additional Rights Equity Shares which are in physical form.
- III. DP ID and Client ID mentioned in CAF not matching with the DP ID and Client ID records available with the Registrar.
- IV. Sending an ASBA application on plain paper to the Registrar.
- V. Sending CAF to Lead Manager / Registrar / Collecting Bank (assuming that such Collecting Bank is not a SCSB) / to a branch of a SCSB which is not a Designated Branch of the SCSB / Company.
- VI. Renouncee applying under the ASBA Process.

- VII. Submission of more than five CAFs per ASBA Account.
- VIII. Insufficient funds are available with the SCSB for blocking the amount.
- IX. Funds in the ASBA Account whose details are mentioned in the CAF having been frozen pursuant to regulatory orders.
- X. Account holder not signing the CAF or declaration mentioned therein.
- XI. CAFs that do not include the certification set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in any restricted jurisdiction and is authorized to acquire the rights and the securities in compliance with all applicable laws and regulations.
- XII. CAFs which have evidence of being executed in/dispatched from any restricted jurisdiction.
- XIII. QIBs, Non-Institutional Investors and other Eligible Equity Shareholders applying for Securities in this Issue for value of more than ₹ 2,00,000 who hold Equity Shares in dematerialized form and is not a renouncer or a Renouncee not applying through the ASBA process.
- XIV. Application by an Eligible Shareholder whose cumulative value of Securities applied for is more than ₹ 2,00,000 but has applied separately through split CAFs of less than ₹ 2,00,000 and has not done so through the ASBA process.
- XV. Multiple CAFs, including cases where an Eligible Shareholder submits CAFs along with a plain paper application.
- XVI. Submitting the GIR instead of the PAN.
- XVII. An Eligible Equity Shareholder, who is not complying with any or all of the conditions for being an ASBA Investor, applies under the ASBA process.
- XVIII. Applications by persons not competent to contract under the Indian Contract Act, 1872, as amended except applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- XIX. ASBA Bids by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- XX. Applications by Eligible Shareholders ineligible to make applications through the ASBA process, made through the ASBA process.
- XXI. Non-Institutional Investors who have a bank account with an SCSB providing ASBA facility in the location of the Non-Institutional Investors and the application by the Non-Institutional Investors is not made through that SCSB providing ASBA facility in such location.

Depository account and bank details for Eligible Shareholders applying under the ASBA Process

IT IS MANDATORY FOR ALL THE ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE. ALL ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE CAF. ELIGIBLE SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MUST ENSURE THAT THE NAME GIVEN IN THE CAF IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE CAF IS SUBMITTED IN JOINT NAMES, IT SHOULD BE

ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE CAF/PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Eligible Equity Shareholders applying under the ASBA Process should note that on the basis of name of these Eligible Equity Shareholders, Depository Participant's name and identification number and beneficiary account number provided by them in the CAF/plain paper applications, as the case may be, the Registrar to the Issue will obtain from the Depository, demographic details of these Eligible Equity Shareholders such as address, bank account details for printing on refund orders and occupation ("**Demographic Details**"). Hence, Eligible Equity Shareholders applying under the ASBA Process should carefully fill in their Depository Account details in the CAF.

These Demographic Details would be used for all correspondence with such Eligible Equity Shareholders including mailing of the letters intimating unblocking of bank account of the respective Eligible Equity Shareholder. The Demographic Details given by the Eligible Equity Shareholders in the CAF would not be used for any other purposes by the Registrar. Hence, Eligible Equity Shareholders are advised to update their Demographic Details as provided to their Depository Participants.

By signing the CAFs, the Eligible Equity Shareholders applying under the ASBA Process would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Letters intimating Allotment and unblocking or refund (if any) would be mailed at the address of the Eligible Equity Shareholder applying under the ASBA Process as per the Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Securities are not allotted to such Eligible Equity Shareholder. Eligible Equity Shareholders applying under the ASBA Process may note that delivery of letters intimating unblocking of the funds may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Eligible Equity Shareholder in the CAF would be used only to ensure dispatch of letters intimating unblocking of the ASBA Accounts.

Note that any such delay shall be at the sole risk of the Eligible Equity Shareholders applying under the ASBA Process and none of our Company, the SCSBs or the Lead Manager shall be liable to compensate the Eligible Equity Shareholder applying under the ASBA Process for any losses caused due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, (a) names of the Eligible Equity Shareholders (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such applications are liable to be rejected.

Issue Schedule

Issue Opening Date:	 ●
Last date for receiving requests for SAFs:	 ●
Issue Closing Date:	 ●

The Board of Directors of our Company may however decide to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date.

Basis of Allotment

Subject to the provisions contained in this Draft Letter of Offer, Letter of Offer, the Articles of Association of our Company and the approval of the Designated Stock Exchange, the Board will proceed to allot the Equity Shares in the following order of priority:

- a. Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s) who has/ have applied for Rights Equity Shares renounced in their

favour, in full or in part.

- b. Investor whose fractional entitlements are being ignored would be given preference in Allotment of one Additional Equity Share each if they apply for Additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after Allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c. Allotment to the Eligible Equity Shareholders who applied for all the Equity Shares offered to them as part of the Issue and has also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity shares held by them on a Record Date, provided there is an under-subscribed portion after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board/Committee of Directors in consultation with the BSE, as a part of the Issue and will not be a preferential Allotment.
- d. Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be at the sole discretion of our Board/ Committee of Directors in consultation with the BSE, as a part of the Issue and not preferential Allotment.
- e. Allotment to any other person that our Board/Committee of Directors as it may deem fit provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose regulation 10(4)(b) of the SEBI Takeover Regulations.

Note: Our Company and certain members of the Promoter and Promoter Group, namely Karnavati Infrastructure Projects Limited, Mr. Rameshchandra K. Sojitra and Mrs. Leelavanti R. Sojitra have, through separate agreements each dated July 1, 2017, consented to adjust the interest-free unsecured loans, amounting in aggregate upto ₹ 2,350.00 Lakh, extended by such members, to our Company, against monies payable by each of them, for the issue and Allotment of Equity Shares by our Company, to them, towards their subscription (in part or full, as the case may be) in the Issue. Consequently no fresh Issue Proceeds would be received by our Company to such an extent.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar of the Issue shall send to the Controlling Branches, a list of the ASBA Investors who have been allocated Securities in the Issue, along with:

- The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA;
- The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Allotment Advices / Refund Orders

Our Company will issue and dispatch Allotment Advice/ Share Certificates / demat credit and/or letters of regret along with refund order or credit the allotted Equity Shares to the respective beneficiary accounts, if any, within a period of 15 (fifteen) days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

Investors residing at centres where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("NACH") except where Investors have not provided the details required to send electronic refunds.

In case of those Investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, advice regarding their credit of the Equity Shares shall be given separately. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 (fifteen) days of the Issue Closing Date.

In case of those Investors who have opted to receive their Rights Entitlement in physical form and our Company issues letter of allotment, the corresponding Share Certificates will be kept ready within two month from the date of Allotment thereof or such extended time as may be approved by the National Company Law Tribunal under Section 56 of the Companies Act or other applicable provisions, if any. Investors are requested to preserve such letters of allotment, which would be exchanged later for the Share Certificates.

The letter of allotment / refund order would be sent by registered post / speed post to the sole / first Investors registered address. Such refund orders would be payable at par at all places where the applications were originally accepted. The same would be marked "Account Payee only" and would be drawn in favour of the sole/first Investors.

Adequate funds would be made available to the Registrar to the Issue for this purpose. The letter of allotment / intimations would be sent by ordinary post.

In the case of non-resident Eligible Equity Shareholders or Investors who remit their Application Money from funds held in NRE/FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts, the details of which should be furnished in the CAF. Subject to the approval of the RBI, in case of non-resident Eligible Equity Shareholders or Applicants who remit their Application Money through Indian Rupee demand drafts purchased from abroad, refund and/or payment of dividend or interest and any other disbursement, shall be credited to such accounts and will be made net of bank charges or commission in US Dollars, at the rate of exchange prevailing at such time. Our Company will not be responsible for any loss on account of exchange rate fluctuations for conversion of the Indian Rupee amount into US Dollars. The Share Certificate(s) will be sent by registered post to the address in India of the non-resident Eligible Equity Shareholders or Investors.

Payment of Refund

Mode of making refunds

The payment of refund, if any, would be done through any of the following modes:

1. NACH– National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
2. NEFT – Payment of refund shall be undertaken through NEFT wherever the Investor's bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method. Our Company in consultation with the Lead Manager may decide to use NEFT as a mode of making refunds.
3. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

4. RTGS – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the CAF. In the event the same is not provided, refund shall be made through ECS or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Investors.
5. For all other Investors the refund orders will be dispatched through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Applicant and payable at par.
6. Credit of refunds to Applicants in any other electronic manner permissible under the banking laws which is in force, and is permitted by the SEBI from time to time.

Refund payment to Non- residents

Where applications are accompanied by Indian rupee drafts purchased abroad and payable at Mumbai, refunds will be made in the Indian rupees based on the U.S. dollars equivalent which ought to be refunded. Indian rupees will be converted into U.S. dollars at the rate of exchange, which is prevailing on the date of refund. The exchange rate risk on such refunds shall be borne by the concerned Applicant and our Company shall not bear any part of the risk.

Where the applications made are accompanied by NRE/FCNR/NRO cheques, refunds will be credited to NRE/FCNR/NRO accounts respectively, on which such cheques were drawn and details of which were provided in the CAF.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders/refund warrants which can then be deposited only in the account specified. Our Company will in no way be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment Advice / Share Certificates/ Demat Credit

Allotment Advice/ Share Certificates/ demat credit or letters of regret will be dispatched to the registered address of the first named Applicant or respective beneficiary accounts within 15 (fifteen) days, from the Issue Closing Date. In case our Company issues Allotment Advice, the respective Share Certificates will be dispatched within one month from the date of the Allotment. Allottees are requested to preserve such Allotment Advice (if any) to be exchanged later for Share Certificates.

Option to receive Equity Shares in Dematerialised Form

Investors shall be allotted the Equity Shares in dematerialized (electronic) form at the option of the Applicant. Our Company has signed a tripartite agreement with NSDL on September 28, 2016 which enables the Investors to hold and trade in Equity Shares in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates. Our Company has also signed a tripartite agreement with CDSL on September 15, 2016 which enables the Applicants to hold and trade in Equity Shares in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

In this Issue, the Investors who have opted for Equity Shares in dematerialized form will receive their Equity Shares in the form of an electronic credit to their beneficiary account as given in the CAF, after verification with a Depository Participant. Investors will have to give the relevant particulars for this purpose in the appropriate place in the CAF. Allotment Advice, refund order (if any) would be sent directly to the Investors by the Registrar to the Issue but the Investor's Depository Participant will provide to him the confirmation of the credit of such Equity Shares to the Investor's depository account. CAFs, which do not accurately contain this information, will be given the Equity

Shares in physical form. No separate CAFs for Equity Shares in physical and /or dematerialized form should be made. If such CAFs are made, the CAFs for physical Equity Shares will be treated as multiple CAFs and is liable to be rejected. In case of partial Allotment, Allotment will be done in demat option for the Equity Shares sought in demat and balance, if any, will be allotted in physical Equity Shares. Eligible Equity Shareholders of our Company holding Equity Shares in physical form may opt to receive Rights Equity Shares in the Issue in dematerialized form.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the electronic form is as under:

1. Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. For Eligible Equity Shareholders already holding Equity Shares of our Company in dematerialized form as on the Record Date, the beneficial account number shall be printed on the CAF. For those who open accounts later or those who change their accounts and wish to receive their Rights Equity Shares pursuant to this Issue by way of credit to such account, the necessary details of their beneficiary account should be filled in the space provided in the CAF. It may be noted that the Allotment of Rights Equity Shares arising out of this Issue may be made in dematerialized form even if the original Equity Shares of our Company are not dematerialized. Nonetheless, it should be ensured that the depository account is in the name(s) of the Applicants and the names are in the same order as in the records of our Company/Depositories.
3. The responsibility for correctness of information (including Applicant's age and other details) filled in the CAF vis-à-vis such information with the Applicant's Depository Participant, would rest with the Applicant. Applicants should ensure that the names of the Applicants and the order in which they appear in CAF should be the same as registered with the Applicant's Depository Participant.
4. If incomplete / incorrect beneficiary account details are given in the CAF, then the procedure prescribed under Regulation 39(4) of the Listing Regulations, which corresponds to the procedure specified in the SEBI Circular No. SEBI/CFD/DIL/LA/1/2009/24/04 dated April 24, 2009, shall be followed.
5. The Rights Equity Shares allotted to Applicants opting for issue in dematerialized form, would be directly credited to the beneficiary account as given in the CAF after verification. Allotment Advice, refund order (if any) would be sent directly to the Applicant by the Registrar to the Issue but the Applicant's Depository Participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
6. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the application is liable to be rejected.

General instructions for non-ASBA Applicants

- a) Please read the instructions printed on the enclosed CAF carefully.
- b) Application should be made on the printed CAF, provided by our Company except as mentioned under the paragraph titled "Application on Plain Paper" under this chapter titled "*Terms of the Issue*" beginning on page 113 of this Draft Letter of Offer and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/ or which are not completed in conformity with the terms of this Draft Letter of Offer are liable to be rejected and the money paid, if any, in respect thereof will

be refunded without interest and after deduction of bank commission and other charges, if any. The CAF must be filled in English and the names of all the Applicants, details of occupation, address, father's / husband's name must be filled in block letters.

The CAF together with the cheque / demand draft should be sent to the Bankers to the Issue/Collecting Bank or to the Registrar to the Issue and not to our Company or Lead Manager to the Issue. Applicants residing at places other than cities where the branches of the Bankers to the Issue have been authorised by our Company for collecting applications, will have to make payment by Demand Draft payable at Mumbai of an amount net of bank and postal charges and send their CAFs to the Registrar to the Issue by registered post. If any portion of the CAF is / are detached or separated, such application is liable to be rejected.

Applications where separate cheques/demand drafts are not attached for amounts to be paid for Equity Shares are liable to be rejected. Applications accompanied by cash, postal order or stock invest are liable to be rejected.

- c) Except for applications on behalf of the Central and State Government, the residents of Sikkim and the officials appointed by the courts, all Applicants, and in the case of application in joint names, each of the joint Investors should mention his / her PAN number allotted under the IT Act, 1961, irrespective of the amount of the application. CAFs without PAN will be considered incomplete and are liable to be rejected.
- d) Investors, holding Securities in physical form, are advised that it is mandatory to provide information as to their savings/current account number, the nine digit MICR number and the name of the bank with whom such account is held in the CAF to enable the Registrar to print the said details in the refund orders, if any, after the names of the payees. Application not containing such details is liable to be rejected.
- e) All payment should be made by cheque or demand draft only. Cash payment is not acceptable. In case payment is effected in contravention of this, the application may be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- f) Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/ her official seal. The Investors must sign the CAF as per the specimen signature recorded with our Company.
- g) In case of an application under power of attorney or by a body corporate or by a society, a certified true copy of the relevant power of attorney or relevant resolution or authority to the signatory to make the relevant investment under this Issue and to sign the application and a copy of the Memorandum of Association and Articles of Association and / or bye laws of such body corporate or society must be lodged with the Registrar giving reference of the serial number of the CAF. In case the above referred documents are already registered with our Company, the same need not be a furnished again. In case these papers are sent to any other entity besides the Registrar or are sent after the Issue Closing Date, then the application is liable to be rejected. In no case should these papers be attached to the application submitted to the Bankers to the Issue.
- h) In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with our Company/Depositories. Further, in case of joint Investors who are Renouncees, the number of Investors should not exceed three. In case of joint Investors, reference, if any, will be made in the first Investor's name and all communication will be addressed to the first Investor.
- i) Application(s) received from NRs/NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares, as the case may be, shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA, in the matter of refund of Application Money, Allotment of Equity Shares, interest, export of Share Certificates, etc. In case an NR or NRI Investor has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the CAF. Additionally, applications will not be accepted from NRs/NRIs in any jurisdiction where the offer or sale of the Rights Entitlements and issue of Equity Shares of our Company may be restricted by applicable securities laws.

- j) All communication in connection with application for the Equity Shares, including any change in address of the Investors should be addressed to the Registrar prior to the Allotment Date in this Issue quoting the name of the first/sole Investor, folio numbers and CAF number. Please note that any intimation for change of address of Investors, after the Allotment Date, should be sent to the Registrar and Transfer Agent of our Company, in the case of Equity Shares held in physical form and to the respective Depository Participant, in case of Equity Shares held in dematerialized form.
- k) SAFs cannot be re-split.
- l) Only the person or persons to whom Equity Shares have been offered and not Renouncee(s) shall be entitled to obtain SAFs.
- m) Investors must write their CAF number at the back of the cheque /demand draft.
- n) Only one mode of payment per application should be used. The payment must be by cheque / demand draft drawn on any of the banks, including a co-operative bank, which is situated at and is a member or a sub member of the bankers clearing house located at the centre indicated on the reverse of the CAF where the application is to be submitted.
- o) A separate cheque / draft must accompany each CAF. Outstation cheques / demand drafts or post-dated cheques and postal / money orders will not be accepted and applications accompanied by such cheques / demand drafts / money orders or postal orders will be rejected. The Registrar will not accept payment against application if made in cash.
- p) No receipt will be issued for Application Money received. The Bankers to the Issue / Escrow Collection Banks/ Registrar will acknowledge receipt of the same by stamping and returning the acknowledgment slip at the bottom of the CAF.
- q) The distribution of this Draft Letter of Offer and issue of Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements in those jurisdictions. Persons in such jurisdictions are instructed to disregard this Draft Letter of Offer and not to attempt to subscribe for Equity Shares.
- r) Investors shall be given an option to get the Equity Shares in demat or physical form.
- s) Investors are requested to ensure that the number of Securities applied for by them do not exceed the prescribed limits under the applicable law.

Do's for non-ASBA Investors:

- a) Check if you are eligible to apply i.e. you are an Eligible Equity Shareholder on the Book Closure Date.
- b) Read all the instructions carefully and ensure that the cheque/ draft option is selected in Part A of the CAF and necessary details are filled in.
- c) In the event you hold Equity Shares in dematerialised form, ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- d) Ensure that your Indian address is available to us and the Registrar and Transfer Agent, in case you hold the Equity Shares in physical form or the Depository Participant, in case you hold Equity Shares in dematerialised form.
- e) Ensure that the value of the cheque/ draft submitted by you is equal to the (number of Equity Shares applied for) X (Issue Price of Equity Shares, as the case may be) before submission of the CAF.
- f) Ensure that you receive an acknowledgement from the collection branch of the Bankers to the Issue for your

submission of the CAF in physical form.

- g) Ensure that you mention your PAN allotted under the IT Act with the CAF, except for Applications on behalf of the Central and the State Governments, residents of the state of Sikkim and officials appointed by the courts.
- h) Ensure that the name(s) given in the CAF is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF.
- i) Ensure that the demographic details are updated, true and correct, in all respects.

Don'ts for non-ASBA Investors:

- a) Do not apply if you are not eligible to participate in the Issue the securities laws applicable to your jurisdiction.
- b) Do not apply on duplicate CAF after you have submitted a CAF to a collection branch of the Bankers to the Issue.
- c) Do not pay the amount payable on application in cash, by money order or by postal order.
- d) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- e) Do not submit Application accompanied with stock invest.
- f) Do not submit CAF having the colour of ink specified for another class of Eligible Equity Shareholders.

Grounds for Technical Rejection for non-ASBA Investors

Applicants are advised to note that applications are liable to be rejected on technical ground, including the following:-

- 1. Amount does not tally with the amount payable;
- 2. Bank account details (for refund) are not provided or available with the depositories or Registrar to the Issue, as the case maybe;
- 3. Age of Applicant(s) not given (in case of Renouncees);
- 4. Except for CAFs on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number not given for application of any value;
- 5. PAN allotted under the IT Act has not been mentioned by the Applicant.
- 6. If the signature of the Applicant does not match with the one given on the CAF and for renounce(s) if the signature does not match with the records available with their depositories;
- 7. CAFs are not submitted by the Applicants within the time prescribed as per the CAF and the Draft Letter of Offer;
- 8. CAFs not duly signed by the sole / joint Applicants;
- 9. CAFs/ SAFs by OCBs not accompanied by a copy of an RBI approval to apply in this Issue;
- 10. Submission of the CAFs to SCSBs;

11. Submission of plain paper Application to person other than Registrar;
12. CAFs accompanied by stock invest/ outstation cheques/ post-dated cheques/ money order/ postal order/outstation demand drafts;
13. In case no corresponding record is available with the depositories that match three parameters, namely, names of the Investors (including the order of names of joint holders), DP ID and Client ID;
14. CAFs that do not include the certifications set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in any restricted jurisdictions and is authorized to acquire the Rights Entitlements and Securities in compliance with all applicable laws and regulations;
15. CAFs which have evidence of being executed in/dispatched from restricted jurisdictions;
16. CAFs by ineligible Non-Residents (including on account of restriction or prohibition under applicable local laws) and where an Indian address has not been provided;
17. CAFs where our Company believes that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements;
18. In case the GIR number is submitted instead of the PAN;
19. Applications by Renouncees who are persons not competent to contract under the Indian Contract Act, 1872, except applications by minors having valid demat accounts as per the demographic details provided by the Depositories;
20. Multiple CAFs, including cases where an Investor submits CAFs along with a plain paper application;
21. Applications from QIBs, Non-Institutional Investors or Investors applying in this Issue for Equity Shares for an amount exceeding ₹ 2,00,000, not through ASBA process;
22. Application by an Eligible Equity Shareholder whose cumulative value of Equity Shares applied for is more than ₹ 2,00,000 but has applied separately through SAFs of less than ₹ 2,00,000 and has not been undertaken through the ASBA process.

Please read this Draft Letter of Offer and the instructions contained therein and in the CAF carefully before filling in the CAF. The instructions contained in the CAF are an integral part of this Draft Letter of Offer and must be carefully followed. The CAF is liable to be rejected for any non-compliance of the provisions contained in this Draft Letter of Offer.

Investment by FPIs, FIIs and QFIs

In terms of the SEBI FPI Regulations, the issue of Securities to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Director followed by a special resolution passed by the shareholders of our Company. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

An FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI Foreign Institutional Investors Regulations, 1995. An FII or sub-account (other than a sub-account which is a foreign corporate or a foreign individual) may participate in the Issue, until the expiry of its registration as an FII or sub-account or until it obtains a certificate of registration as an FPI, whichever is earlier. If the registration of an FII or sub-account has expired or is about to expire, such FII

or sub-account may subject to payment of conversion fees as applicable under the SEBI FPI Regulations, participate in the Issue. An FII or sub-account shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

The existing individual and aggregate investment limits for Eligible QFIs in an Indian company are 5% and 10% of the paid-up capital of an Indian company, respectively. In terms of the FEMA Regulations, a QFI shall not be eligible to invest as a QFI upon obtaining registration as an FPI. However, all investments made by a QFI in accordance with the regulations, prior to registration as an FPI shall continue to be valid and taken into account for computation of the aggregate limit.

Investment by NRIs

Investments by NRIs are governed by the portfolio investment scheme under Regulation 5(3)(i) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended. Applications will not be accepted from NRIs in restricted jurisdictions.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular no. CIR/ CFD/ DIL/1/2011 dated April 29, 2011, all Applicants who are QIBs, Non-Institutional Investors or are applying in this Issue for Securities for an amount exceeding ₹ 2,00,000 shall mandatorily make use of ASBA facility.

Procedure for Applications by Mutual Funds

Application made by asset management companies or custodian of a mutual fund shall clearly indicate the name of the concerned scheme for which Application is being made.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/ CFD/ DIL/ 1/ 2011 dated April 29, 2011, all Applicants who are QIBs, Non-Institutional Investors or are applying in this Issue for Securities for an amount exceeding ₹ 2,00,000 shall mandatorily make use of ASBA facility.

Impersonation

As a matter of abundant caution, attention of the Applicants is specifically drawn to the provisions of Section 38 of the Companies Act which is reproduced below:

“Any person who-

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447”

Section 447 of the Companies Act further states that “Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud: Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.”

Dematerialized dealing

Our Company has entered into agreements dated September 28, 2016 and September 15, 2016 with NSDL and CDSL, respectively, and its Equity Shares bear the ISIN INE967B01028.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003-04 dated November 5, 2003, the Stock invest Scheme has been withdrawn with immediate effect. Hence, payment through stock invest would not be accepted in this Issue.

Disposal of application and Application Money

No acknowledgment will be issued for the Application Moneys received by our Company. However, the Bankers to the Issue / Registrar to the Issue receiving the CAF will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each CAF.

Our Board of Directors reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money received will be refunded. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares allotted, will be refunded to the Applicant within a period of 15 (fifteen) days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the CAF carefully.

Utilizations of Issue Proceeds

Our Board of Directors declares that:

- a) All monies received out of this Issue shall be transferred to a separate bank account.
- b) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remain unutilised under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies has been utilized.
- c) Details of all such unutilised monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested, and
- d) Our Company will utilize the funds collected in the Issue only once the Basis of Allotment is finalized by the Designated Stock Exchange.

Undertakings by our Company

Our Company undertakes the following:

1. The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at BSE, Stock Exchange where the Equity Shares are to be listed will be taken within 7 (seven) Working Days of finalization of basis of Allotment.

3. The funds required for making refunds to unsuccessful Applicants as per the modes disclosed shall be made available to the Registrar to the Issue by our Company.
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 (fifteen) days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. Except as disclosed in section titled “*Capital Structure*” in this Draft Letter of Offer, no further issue of securities affecting our Company’s equity capital shall be made till the Securities issued/ offered in the Issue are listed or till the Application Money are refunded on account of non-listing, under-subscription etc.
6. Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.
7. Adequate arrangements shall be made to collect all ASBA applications and to consider them similar to non-ASBA applications while finalising the basis of Allotment.
8. At any given time there shall be only 1 (one) denomination for the Equity Shares of our Company.
9. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

Important

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the CAF are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the application is liable to be rejected.

All enquiries in connection with this Draft Letter of Offer or CAF and requests for SAFs must be addressed (quoting the Registered Folio Number/ DP and Client ID, the CAF number and the name of the first Eligible Equity Shareholder as mentioned on the CAF and super scribed “Scanpoint Geomatics Limited - Rights Issue” on the envelope and postmarked in India) to the Registrar to the Issue at the following address:

Link Intime (India) Private Limited

C 101, 1st Floor, 247 Park, LBS Marg,

Vikhroli (West), Mumbai Maharashtra, India - 400083

Telephone: + 91-22-4918 6200; **Facsimile:** +91-22-4918 6195

Email: sgl.rights@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance Email: sgl.rights@linkintime.co.in

Contact Person: Mr. Sumit Deshpande

SEBI Registration Number: INR000004058

The Issue will remain open for a minimum 15 (fifteen) days. However, the Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date.

SECTION VIII – STATUTORY AND OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 A.M. to 5:00 P.M. on all Working Days from the date of this Draft Letter of Offer until the Issue Closing Date.

A. Material contracts for inspection:

1. Issue agreement dated May 3, 2017 between our Company and Vivro Financial Services Private Limited.
2. Memorandum of Understanding/ Registrar Agreement dated September 11, 2017 between our Company and Link Intime India Private Limited.
3. Escrow Agreement dated [●] amongst our Company, the Lead Manager, the Registrar to the Issue and the Escrow Collection Banks.
4. Tripartite agreement dated September 15, 2016 between our Company, CDSL and Link Intime India Private Limited.
5. Tripartite agreement dated September 28, 2016 between our Company, NSDL and Link Intime India Private Limited.

B. Material documents for inspection:

1. Certified true copy of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of Incorporation dated February 07, 1992 issued by Registrar of Companies, Ahmedabad, Gujarat.
3. Certificate of Commencement of business dated March 06, 1992 issued by Registrar of Companies, Ahmedabad, Gujarat.
4. Fresh Certificate of Incorporation dated April 22, 2008 consequent upon change of name issued by Registrar of Companies, Ahmedabad, Gujarat.
5. Resolution of the Board of Directors passed in its meeting dated December 14, 2016 in relation to this Issue and other related matters.
6. Copy of a resolution passed by our Board dated [●] finalizing the Issue Price, Record Date and the Rights Entitlement Ratio.
7. Consents of our Directors, our Company Secretary and Compliance Officer, Statutory Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Bankers to our Company and Banker to the Issue* to include their names in this Draft Letter of Offer and to act in their respective capacities.
**Will be updated at the time of filing of Letter of Offer.*
8. Letter dated September 7, 2017 from the Statutory Auditors of our Company, Manoj Acharya & Associates, Chartered Accountants, confirming the Statement of Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Letter of Offer.

9. Annual Reports of our Company for FY 2017, 2016, 2015, 2014 and 2013.
10. Audited Financial Statements for the Financial Year 2016-17 dated May 29, 2017.
11. Loan Agreements with the lenders of unsecured loans dated July 31, 2014 and May 30, 2015.
12. Conversion Agreements each dated July 1, 2017 to adjust the interest-free unsecured loans from lenders.
13. Due Diligence certificate dated September 22, 2017 from Vivro Financial Services Private Limited.
14. In-principle listing approval dated [●] from BSE.
15. Observation Letter No. [●] dated [●] issued by SEBI for the present Rights Issue.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Mr. Rameshchandra K. Sojitra
(Chairman & Managing Director)

Mr. Chirag J. Soni
(Executive Director)

Mr. Dinesh J. Shah
(Independent Director)

Mr. Kantilal V. Ladani
(Executive Director)

Mr. Mitesh K. Sanghvi
(Non-Executive Director)

Mrs. Pooja S. Shah
(Independent Director)

SIGNED BY THE CHIEF FINANCE OFFICER

Mr. Kantilal V. Ladani
(Chief Financial Officer)

Date: September 22, 2017
Place: Ahmedabad