

**DRAFT LETTER OF OFFER**  
**March 16, 2019**  
**For Eligible Equity Shareholders of our Company only**



## SCANPOINT GEOMATICS LIMITED

Our Company was originally incorporated as ‘Scanpoint Graphics Limited’ at Ahmedabad as a public limited company under the Companies Act, 1956 and was granted the certificate of incorporation on February 7, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 6, 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 the name and address of Registered Office of our Company, please see chapter titled “General Information” beginning on page 41 of this Draft Letter of Offer.

**Registered Office:** 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad – 380 006, Gujarat, India

**Telephone:** +91-79-26575365/ 26575371 **Email:** [info@sgligis.com](mailto:info@sgligis.com)

**Corporate Office:** 12, Abhishree Corporate Park, ISKCON- Ambli Road, Ahmedabad- 380058, Gujarat, India

**Telephone:** +91-2717-297096 / 297098; **Fax:** +91-2717-297039;

**Contact Person:** Mr. Mukesh Limbachiya, Company Secretary and Compliance Officer

**Email:** [cs@sgligis.com](mailto:cs@sgligis.com); **Website:** [www.sgligis.com](http://www.sgligis.com)

**Corporate Identity Number:** L22219GJ1992PLC017073

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		
<p><b>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 UPTO ₹ 997.00 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 151 OF THIS DRAFT LETTER OF OFFER.</b></p>		
GENERAL RISKS		
<p>Investments in equity and equity related securities involve a 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. <b>Specific attention of the Investors is invited to the section titled “Risk Factors” beginning on page 17 of this Draft Letter of Offer before making an investment in this Issue.</b></p>		
COMPANY’S ABSOLUTE RESPONSIBILITY		
<p>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.</p>		
LISTING		
<p>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 letter dated [•]. BSE shall be the Designated Stock Exchange for the purpose of this Issue.</p>		
LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
<p><b>VIVRO</b>  <b>Vivro Financial Services Private Limited</b>  Vivro House, 11, Shashi Colony, Opposite Suvidha Shopping Center, Paldi, Ahmedabad - 380007, Gujarat, India.  <b>Telephone:</b> +91-79-4040 4242; <b>Facsimile:</b> +91-79-2665 0570  <b>Email:</b> <a href="mailto:scanpoint@vivro.net">scanpoint@vivro.net</a>  <b>Website:</b> <a href="http://www.vivro.net">www.vivro.net</a>  <b>Investor Grievance Email:</b> <a href="mailto:investors@vivro.net">investors@vivro.net</a>  <b>Contact Person:</b> Harish Patel / Bhargav Parekh  <b>SEBI Registration Number:</b> INM000010122  <b>CIN:</b> U67120GJ1996PTC029182</p>		<p><b>LINKIntime</b>  <b>Link Intime India Private Limited</b>  C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.  <b>Telephone:</b> + 91-22-4918 6200;  <b>Email:</b> <a href="mailto:scanpoint.rights2019@linkintime.co.in">scanpoint.rights2019@linkintime.co.in</a>  <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>  <b>Investor Grievance Email:</b> <a href="mailto:scanpoint.rights2019@linkintime.co.in">scanpoint.rights2019@linkintime.co.in</a>  <b>Contact Person:</b> Sumeet Deshpande  <b>SEBI Registration Number:</b> INR000004058  <b>CIN:</b> U67190MH1999PTC118368</p>
ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR RECEIVING REQUESTS FOR SPLIT APPLICATION FORMS	ISSUE CLOSES ON
[•]	[•]	[•]

## TABLE OF CONTENT

<b>SECTION I – GENERAL .....</b>	<b>3</b>
DEFINITIONS AND ABBREVIATIONS .....	3
NOTICE TO OVERSEAS SHAREHOLDERS .....	10
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND CURRENCY OF PRESENTATION.....	12
FORWARD LOOKING STATEMENTS .....	13
<b>SECTION II – SUMMARY OF DRAFT LETTER OF OFFER.....</b>	<b>14</b>
<b>SECTION III - RISK FACTORS.....</b>	<b>17</b>
<b>SECTION IV– INTRODUCTION .....</b>	<b>31</b>
SUMMARY OF THE ISSUE .....	31
SUMMARY OF FINANCIAL STATEMENTS.....	32
GENERAL INFORMATION .....	41
CAPITAL STRUCTURE.....	46
OBJECTS OF THE ISSUE .....	55
STATEMENT OF TAX BENEFITS .....	60
<b>SECTION V – OUR MANAGEMENT.....</b>	<b>63</b>
OUR MANAGEMENT .....	63
DISCLOSURES PERTAINING TO WILFUL DEFAULTERS.....	68
<b>SECTION VI – FINANCIAL INFORMATION.....</b>	<b>69</b>
FINANCIAL STATEMENTS .....	69
STOCK MARKET DATA FOR EQUITY SHARES.....	137
ACCOUNTING RATIOS AND CAPITALISATION STATEMENT .....	139
MATERIAL DEVELOPMENTS .....	141
<b>SECTION VII – LEGAL AND OTHER INFORMATION.....</b>	<b>142</b>
OUTSTANDING LITIGATIONS AND OTHER DEFAULTS .....	142
GOVERNMENT AND OTHER STATUTORY APPROVALS .....	144
OTHER REGULATORY AND STATUTORY DISCLOSURES .....	145
<b>SECTION VIII – OFFERING INFORMATION .....</b>	<b>151</b>
TERMS OF THE ISSUE.....	151
<b>SECTION IX – STATUTORY AND OTHER INFORMATION.....</b>	<b>186</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	186
DECLARATION .....	188

## 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
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
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
CBIC	Central Board of Indirect Taxes and Customs
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder, as the context requires
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
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
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2017 as amended from time to time
Fiscal /Fiscal Year/ Financial Year/FY	12 month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor
FVCIs	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations

<b>Term</b>	<b>Description</b>
GCP	General Corporate Purpose
Government/GoI	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
IBS	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
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 as amended from time to time
ISIN	International Securities Identification Number
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.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
LM	Lead Manager
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
NACH	National Automated Clearing House which is a consolidated system of ECS.
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
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
QIB	Qualified Institutional Buyer
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 AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds)



<b>Term</b>	<b>Description</b>
	Regulations, 2012, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations / ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time
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
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

#### **Issue Related Terms**

<b>Term</b>	<b>Description</b>
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 Equity 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)	Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process and who: <ol style="list-style-type: none"> <li>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;</li> </ol>

Term	Description
	2. have not renounced their Rights Entitlements in full or in part; 3. are not Renouncees; and 4. must apply through blocking of funds in bank accounts maintained with SCSBs.
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 <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Designated Branches	Such branches of the SCSBs which shall collect application forms used by ASBA Investors and a list of which is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Designated Stock Exchange	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 2018, as amended from time to time, read with the Depositories Act, 1996.
Draft Letter of Offer / DLOF	This draft letter of offer dated March 16, 2019
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. [•].
General Corporate Purposes	General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
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 up to ₹997.00 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 aggregating up to ₹997.00 Lakh.
Lead Manager	Vivro Financial Services Private Limited
Letter of Offer / LOF	The final letter of offer to be issued by our Company in connection with the Issue.
Listing Agreement	Uniform listing agreement entered into under the Listing Regulations between our Company and the Stock Exchange.
MICR	Magnetic Ink Character Recognition
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up

Term	Description
	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 55 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)(ss) 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 electronic transfer of funds	Refunds through NACH, Direct Credit, RTGS, NEFT or ASBA process, as 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 ₹ 200,000 (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 such 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 <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
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	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	Working Days as defined under Regulation 2(1)(mmm) of the SEBI ICDR Regulations.

## 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 - 380006, Gujarat, India.
Articles of Association	The Articles of Association of our Company as amended from time to time.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being M/s. Jayamal Thakore & Co., Chartered Accountant
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- 380058, Gujarat, India.
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.
Internal Auditors	M/s. Parikh Shah Chotalia and Associates, Chartered Accountants.
Key Managerial Personnel / KMP	Mr. Rameshchandra K. Sojitra, Managing Director, Mr. Chirag J. Soni, Whole Time Director, Mr. Kantilal Ladani, Chief Financial Officer and Mr. Mukesh Limbachiya, 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 the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	Registered office of our Company situated at 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad – 380006, Gujarat, India.
Registrar of Companies / ROC	Registrar of Companies, Gujarat, located at ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013.
Subsidiary / Subsidiary Company / our Subsidiary	Jyacad Solutions Private Limited, a private limited company incorporated under the Companies Act, 2013 having its registered office located at A-502, Pushpavan Apartment, Nr. IOC Petrol Pump, Bodakdev Road, Ahmedabad – 380054, Gujarat, India.

## 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

<b>Term</b>	<b>Description</b>
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 Eligible Equity 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 this Issue in any jurisdiction where action would be required for that purpose. 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, into 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/or 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.

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 this 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 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.

**We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve 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 us 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 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.**

## 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.

In this Draft Letter of Offer, 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 standalone and consolidated financial statements for the FY ended on March 31, 2018 and limited reviewed unaudited standalone and consolidated financial results for the nine months ended on December 31, 2018, which have been prepared by our Company in accordance with Ind AS, Companies Act, and other applicable statutory and / or regulatory requirements ("**Financial Statements**"). 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. For further details please see the chapter titled "*Financial Statements*" beginning on page 69 of this Draft Letter of Offer.

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) months period ended March 31 of that year.

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.

### Currency of Presentation

- All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency 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 unit of a foreign currency. The exchange rates are based on the reference rates released by the Reserve Bank of India or Financial Benchmarks India Private Limited, as the case may be. No representation is made that any rupee amounts could have been, or could be, converted into such foreign currency at any particular rate, the rates stated below, or at all.

(₹ Per unit of Foreign Currency)

Sr. No.	Name of Currency	As on March 1, 2019 <sup>(1)</sup>	As on December 31, 2018 <sup>(1)</sup>	As on September 30, 2018 <sup>(1)</sup>	As on March 31, 2018 <sup>(1)</sup>	As on March 31, 2017 <sup>(1)</sup>
1	U.S. Dollar	70.9696	69.7923	72.5474	65.0441	64.8386

Source: [www.rbi.org.in](http://www.rbi.org.in) & [www.fbil.org.in](http://www.fbil.org.in)

<sup>(1)</sup> Represents the reference rate released by the RBI / FBIL on closing of the last Working Day of the period.

The reference rate as on March 15, 2019 was 69.2131 per U.S Dollar.



## 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 17 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 Exchange.

## SECTION II – SUMMARY OF DRAFT LETTER OF OFFER

### 1. Primary Business of our Company

Our Company is engaged in the business of Computer programming, Geographic Information System (GIS) based software development & sales and is a GIS based service provider. IGIS is an indigenous technology which brings GIS, Image Processing, Photogrammetry and CAD together on a single platform.

### 2. Object of the Issue

The Net Proceeds are proposed to be utilized as follows:

<i>(₹ in Lakh)</i>		
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 900.00
2	General Corporate Purposes*	[•]
<b>Total</b>		[•]

\*Will be finalized upon determination of Issue Price. The amount shall not exceed 25% of the gross proceeds from the Issue.

### 3. Intention and extent of participation by the Promoter and Promoter Group

The Promoter and members of the Promoter Group of our Company have, *vide* their letters dated March 16, 2019 ("**Subscription Letters**") indicated their intention to subscribe, jointly and / or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company.

For further details, please see the chapter titled "*Capital Structure*" beginning on page 46 of this Draft Letter of Offer.

### 4. Financial Summary

The following table depicts the summary of the financial information derived from the audited standalone and consolidated financial statements of the Company for the preceding three financial years and the unaudited limited reviewed financial results of the Company for the nine months ended December 31, 2018:

#### Standalone

<i>(₹ in Lakh)</i>				
Particulars	For nine months ended December 31, 2018*	Financial Years		
		2017-18	2016-17	2015-16
	Ind AS	Ind AS	I-GAAP	I-GAAP
Equity Share Capital	901.71	901.71	538.08	538.08
Net worth	4,333.46	4,281.60	1,199.29	1,173.53
Revenue from operations	2,424.73	3,194.40	3,272.79	2,606.20
Profit After Tax	108.10	118.20	48.13	(483.89)
Earnings Per share (in ₹)	0.24	0.39	0.18	(1.80)
Net Asset Value per Equity Share (in ₹)	9.61	9.50	4.46	4.36
Total borrowings	1,343.10	296.38	2,792.85	1,528.50

\* Not annualized

**Consolidated****(₹ in Lakh)**

Particulars	For nine months ended December 31, 2018*	Financial Year 2017-18**
	Ind AS	Ind AS
Equity Share Capital	901.71	901.71
Net worth	4,333.06	4,280.43
Revenue from operations	2,424.73	3,194.40
Profit After Tax	107.87	117.04
Earnings Per share (in ₹)	0.24	0.39
Net Asset Value per Equity Share (in ₹)	9.61	9.49
Total borrowings	1,343.12	296.41

\* Not annualized

**5. Auditor Qualifications**

There are no qualifications, reservations and adverse remarks made by our Statutory Auditors in their report which requires any adjustment to audited standalone and consolidated financial statements of the Company for the financial year 2017-18 and 2016-17.

**6. Summary of outstanding litigations**

The following table sets forth the summary of outstanding litigations by and against our Company as on the date of this Draft Letter of Offer:

Nature of Cases	No. of Outstanding Cases	Amount Involved (₹ in Lakh)
<i>Against Our Company</i>		
(i) Civil	1	Not Quantifiable*
(ii) Criminal	20	33.34
<b>Total</b>	<b>21</b>	<b>Not Quantifiable</b>
<i>By Our Company</i>		
(i) Civil	-	-
(ii) Criminal	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

\* The civil suit bearing case no. SPCS/137/2017 has been filed before the Hon'ble Court of Principal Senior Civil Judge, Ahmedabad (Rural), Mirzapur for (a) eviction and handing over the possession of the property; (b) claiming an amount of ₹ 57.66 lakh, being the compensation for the lock-in period of 3 (three) years and (c) claiming mesne profit of ₹ 3.61 lakh per month from January 15, 2018 till the date of vacant and peaceful possession of the property is handed over to them.

For further details, please see chapter titled "Outstanding Litigations and Other Defaults" beginning on page 142 of this Draft Letter of Offer.

**7. Risk Factors**

For details of the risks associated with our Company, ongoing business activities, objects of the Issue and material litigations which may impact our business, please see the section titled "Risk Factors" beginning on page 17 of this Draft Letter of Offer.

**8. Contingent liabilities**

As on March 31, 2018, there are no contingent liabilities of our Company.

**9. Related party transactions**

For details of related party transactions for the financial year 2017-18, please see the section titled “*Financial Information*” beginning on page 69 of this Draft Letter of Offer.

**10. Financing Arrangements**

There has been no financing arrangement whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of this Draft Letter of Offer.

**11. Issue of Equity Shares for consideration other than cash in last one year**

Our Company has not issued any Equity Shares for consideration other than cash during the last one year immediately preceding the date of this Draft Letter of Offer.

### SECTION III - 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>			
(iii)	Civil	1	Not Quantifiable*
(iv)	Criminal	20	33.34
<b>Total</b>		<b>21</b>	Not Quantifiable
<i>By Our Company</i>			
(iii)	Civil	-	-

	Nature of Cases	No. of Outstanding Cases	Amount Involved (₹ in Lakh)
(iv)	Criminal	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

\* The civil suit bearing case no. SPCS/137/2017 has been filed before the Hon'ble Court of Principal Senior Civil Judge, Ahmedabad (Rural), Mirzapur for (a) eviction and handing over the possession of the property; (b) claiming an amount of ₹ 57.66 lakh, being the compensation for the lock-in period of 3 (three) years and (c) claiming mesne profit of ₹ 3.61 lakh per month from January 15, 2018 till the date of vacant and peaceful possession of the property is handed over to them.

For further details, please see chapter titled “Outstanding Litigations and Other Defaults” beginning on page 142 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.

- 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.

- We do not own the property where our corporate office is situated. The term of the lease deed has expired and there is no assurance that it would be renewed. Also, there is civil suit filed against the Company for vacating the property. If we are unable to resolve the dispute and renew the lease, it may adversely affect our business and financial condition.***

Our Company undertakes business from our corporate office, which was taken on lease vide a lease deed dated March 8, 2015 for a lease period of 36 (thirty six) months commencing from January 15, 2015 up to January 14, 2018. The lease deed has not been renewed by our Company and our Company is under negotiation with the owners of the property. Further, there is a civil suit bearing case no. SPCS/137/2017 filed before the Hon'ble Court of Principal Senior Civil Judge, Ahmedabad (Rural), Mirzapur by the owners of the property against our Company for vacating the premises. Any adverse order against the Company may affect our ability to carry out our operations effectively in future and may result into vacation of the place at any time without any notice. Any failure to continue in the said arrangement could force us to procure new premises, involving substantial time and cost of relocation or procure new premises. Any of the aforesaid could increase our operating cost and could have a material adverse effect on our business, results of operation and financial conditions.

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

Our Company is yet to file an application to obtain registration under the Gujarat Shops and Establishment Act,

1948 for our corporate office. The delay in filing the application for our corporate office is 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 the factory unit located at Scan House, Behind Town Hall, Ellisbridge, Ashram Road, Ahmedabad – 380006, Gujarat, India. However, the factory unit has 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 144 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.

**5. *Our Company had incurred losses in one out of the preceding three financial years.***

Our Company had incurred losses of ₹483.89 Lakh for the FY 2015-16 which affected the accumulated reserves and surpluses of our Company. Although, our Company has not incurred losses thereafter but there can be no assurance that our Company will not incur losses in future which may adversely affect our business operations and the financial conditions.

**6. *Our Company has witnessed negative cash flow from operating activities in the previous financial years. Sustained negative cash flow could impact our growth and business.***

Our Company has negative cash flows from operating activities as per the audited standalone financial statements, the details of which are summarized below:

<b>(₹ in Lakh)</b>			
<b>Particulars</b>	<b>FY 2017-18</b>	<b>FY 2016-17</b>	<b>FY 2015-16</b>
Cash flow from operating activities	(1,554.94)	662.33	(61.18)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

**7. *There has been instance(s) of delayed filings / irregularity in filings made by our Company under the SEBI Listing Regulations.***

Our Company has made all requisite filing as required under the SEBI Listing Regulations on a periodic basis for the three years immediately preceding the date of filing of this Draft Letter of Offer, with BSE with certain instances of delayed filings. There were certain instances of delayed filing in the past and in such cases, appropriate fines / penalties have been levied by BSE, which have been duly paid by the Company.

Further, there have been instances of irregularities in filings made by our Company under the SEBI Listing Regulations in past. Although, such irregularities in filings have been rectified by our Company in the subsequent filings made by the Company, there can be no assurance that our Company will not be subjected to any penalties / fines or other actions by competent authorities under applicable laws in future.

**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 certain secretarial records prior to 1994, specifically the list of allottees as is required to be attached with Form 2 for allotment of Equity Shares of our Company. While our Company has made all efforts to obtain the form filing records, including by way of a physical search at the office of the Registrar of Companies, we have been unable to obtain the record of the list of allottees that were attached with Form 2 for filings made in the years prior to 1994. While our Company believes that these secretarial forms were duly filed, 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 section titled "Our Management".***

We do not have documentary proof for certain details included in the Directors' biographies under the section titled "Our Management" beginning on page 63 of this Draft Letter of Offer. The details included in the said section 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 was declared sick by BIFR on March 5, 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 4, 2007 based on the audited balance sheet as on March 31, 2007. The BIFR noted from the balance sheet that the Net Worth 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 5, 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 Net Worth turned positive and the revival looked sustainable. Accordingly, our Company was discharged from the purview of SICA, vide order passed by Hon'ble BIFR on August 17, 2011.

**11. *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 standalone financial statements for the FY 2017-18.***

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, 2018, listed the following findings in accordance with the CARO, 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, Goods and Service Tax and other material statutory dues applicable to it. There were arrears as at March 31, 2018, for a period of more than six months from the date they became payable, details of which are given hereunder:"*

<b>Sr. No.</b>	<b>Particulars</b>	<b>FY to which the amount relates</b>	<b>Amount (₹ in Lakh)</b>
1.	Service Tax	2010-11	50.18
2.	Service Tax	2015-16	0.45



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.

**12. *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.

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

The Company is exposed to currency risk on account of receivables in foreign currency. 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. The unhedged foreign currency exposure as on March 31, 2018 is USD 9,99,095.

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

As on March 1, 2019, our Company has working capital borrowings of ₹398.64 Lakh from Bank of India and business loan of ₹29.66 Lakh from Bajaj Finance Limited. Any increase in the interest rates could significantly raise the costs of borrowing adversely affecting the financial results of our Company.

**15. *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 FY ended on March 31, 2018, ₹ 946.66 Lakh or 50.52% 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.

**16. 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, the brief details of outstanding balances of which are as follows:

(₹ in Lakh)			
Particulars	FY 2017-18	FY 2016-17	FY 2015-16
Outstanding balances	48.24	2,170.56	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.

**17. The shareholding of our Promoter and Promoter Group has seen a decline.**

The shareholding of our Promoter and Promoter Group as on March 31, 2018 was 33.71% which is reduced to 29.02% as on December 31, 2018. 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.

**18. The shareholding of Promoter and Promoter Group has been pledged as collateral security.**

As on date of this Draft Letter of Offer, our Promoter and Promoter Group hold 1,30,84,872 Equity Shares of the Company constituting 29.02% total equity share capital of the Company, of which 57,00,453 Equity Shares of the Company constituting 12.64% of total equity share capital of the Company have been pledged by them as a collateral security for the financial facilities availed by our Company and third party. 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.

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

Our Company has availed financial facilities from Bank of India, the outstanding balance of which as on March 1, 2019, was ₹398.64 Lakh 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.

**20. 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.

**21. *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:

- Effecting any adverse changes in our Company's capital structure;
- Formulation of any scheme of amalgamation or merger 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;
- Entering into any borrowing or non-borrowing arrangements either secured or unsecured with any other bank, financial institution, company, firm or otherwise or accept deposits in excess of the limits laid down by the RBI;
- Investment by way of share capital in or lend or advance funds to or place deposits with any other company / firm / concern (including group companies / associates) / persons, except normal trade credit or security deposit in the normal course of our business or advance to employees;
- Undertaking guarantee obligations on behalf of any company / firm / person;
- Declaration of dividend for any year except out of profits relating to that year after meeting all the financial commitments to the aforesaid bank and making all due and necessary provisions. Furthermore, our Company is restricted from declaring the dividend till the financial position of our Company levels with the estimated / projected levels provided by the aforesaid bank;
- Making any drastic changes(s) in the management set-up of our Company;
- Alteration in Articles of Association, Memorandum of Association, ownership control of our Company or in the nature of our business or operations;
- Approaching the capital market for mobilizing additional resources in the form of either debt or equity;
- Creation of any mortgage, charge (whether floating or specific), pledge, lien, or other security interest on any of our Company's undertakings, properties or assets;
- Repayment of money brought in by the promoters, directors, shareholders, their relatives and friends in the business of our Company by way of deposits / loan / share application money etc.
- Opening any account with any other bank / other branches of the aforesaid 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.

**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. The Company has taken a total insurance coverage of ₹130.00 Lakh and the percentage of coverage of insurance vis-à-vis the total assets of the Company as on March 31, 2018 is 2.40%. The major attributing factor for the low coverage of insurance vis-à-vis the total assets is that the Company operates in the geomatics industry, wherein the intangible assets, which constitute a significant portion of the total assets may not necessarily be insurable assets. 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 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. We may not be able to adequately protect our intellectual property, which could harm the value of our brand and services and adversely affect our business, financial condition, results of operations, cash flow and prospects.**

We have successfully applied for and obtained trademark registration under the provisions of the Trade Marks Act, 1999 as set out below:

Sr. No.	Application No.	Class	Description	Current Status
1.	3456374	42	 SGL with Device of Globe	Registered
2.	3824630	42	 SGL and Logo	Registered

The trademarks registered by us enjoy statutory protection. However, a third party mark being deceptively similar and its use may result in a loss / injury to our Company. Any such unauthorized usage or imitation of our intellectual property, including the costs related to enforcing our rights, could adversely affect our business, the results of operations and financial condition.

- 27. 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.

- 28. 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.

**29. *Our Company has issued Equity Shares during last twelve months from the date of this Draft Letter of Offer at a price which may be lower than the Issue Price.***

Our Company has vide board resolution dated March 20, 2018 allotted 1,81,81,699 Equity Shares at a price of ₹ 16.50 per Equity Share on a rights basis to the existing members of our Company in terms of letter of offer dated February 14, 2018 which may be lower than the Issue Price of the Rights Equity Shares proposed to be allotted under the proposed Issue.

**30. *Our Company has obtained unsecured loans which may be recalled at any time.***

Our Company has, for business purposes, obtained unsecured loans from various parties, the outstanding balances of which as on March 1, 2019 is ₹756.93 Lakh. These unsecured loans are repayable on demand. In case the lenders recall them any time, our Company may be required to repay the entirety of the unsecured loans together with accrued interest and other outstanding amounts payable in relation to the facility. Our Company may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favourable to it. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, cash flows and financial condition.

**31. *The deployment of funds raised through this Issue shall not be subject to monitoring by any monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the size of the Issue is less than ₹ 10,000 Lakh, no monitoring agency is required to be appointed by our Company to oversee the deployment of funds raised through this Issue. The deployment of funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. The Board of Directors of our Company through Audit Committee will monitor the utilization of the Issue proceeds. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

**32. *Our Promoter and Managing Director have interests in our Company other than the reimbursement of expenses and normal remuneration or benefits. Any such interests may result in a conflict of interest, which may have an adverse effect on our business.***

Mr. Rameshchandra K. Sojitra, our Promoter and Managing Director may be deemed to be interested in our Company, in addition to regular remuneration or benefits and reimbursements of expenses, to the extent of a) Equity Shares held by him, his relatives, his dividend or bonus entitlement, benefits arising from directorship in our Company, b) business transaction entered into or proposed to be entered into by our Company with any firm, LLP, company or body corporate with which he is associated as promoter, director, partner or member and c) unsecured loans extended by him to our Company and any outstanding interest thereon. Some of the above interests may conflict with his duty as Promoter and / or Managing Director of our Company, which may have an adverse effect on our business.

**33. *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.

**34. *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.

**35. *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.

**36. *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 immense 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.

**37. *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.

**38. *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.

**39. *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.

**40. *Investors may not have the option to receive Rights Equity Shares in physical form.***

In accordance with the SEBI ICDR Regulations, the option to receive the Rights Equity Shares in physical form will be available only for a period of 6 (six) months from the date of coming into force of the SEBI ICDR Regulations, i.e., till May 10, 2019. In case, the Rights Equity Shares offered pursuant to this Issue are not Allotted during such period, the issue procedure will be modified to this effect and included in the Letter of Offer.

## **EXTERNAL RISK FACTORS**

**41. *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.

**42. *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.



**43. *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.

**44. *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.

**45. *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.

**46. *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.

***47. 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.

## SECTION IV– 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 151 of this Draft Letter of Offer:

#### Authority for the Issue

The Equity Shares in the present Issue are being offered pursuant a resolution passed by our Board at its meeting held on February 14, 2019 in accordance with the provisions of the Companies Act.

#### Summary of the Issue

<b>Rights Equity Shares to be Issued</b>	[●] Equity Shares
<b>Rights Entitlement for Equity Shares</b>	[●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date.
<b>Record Date</b>	[●]
<b>Face value per Equity Share</b>	₹ 2 each
<b>Issue Price per Rights Equity Share</b>	₹ [●] per Rights Equity Share
<b>Issue Size</b>	Up to ₹ 997.00 Lakh
<b>Equity Shares outstanding prior to the Issue</b>	4,50,85,699 Equity Shares
<b>Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)</b>	[●] Equity Shares
<b>Script Code</b>	ISIN: INE967B01028 BSE: 526544
<b>Terms of the Issue</b>	For more information, please see the chapter titled “ <i>Terms of the Issue</i> ” beginning on page 151 of this Draft Letter of Offer.
<b>Use of Issue Proceeds</b>	For more information, please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 55 of this Draft Letter of Offer.
<b>Terms of Payment</b>	The full amount of Issue Price ₹ [●] per Rights Equity Share is payable on Application.

## **SUMMARY OF FINANCIAL STATEMENTS**

The summary financial information of our Company as derived from the audited standalone and consolidated financial statements of our Company for the financial year ended on March 31, 2018 and the limited reviewed unaudited standalone and consolidated financial results of our Company for the nine months ended on December 31, 2018 is reproduced below. Our summary financial information 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.

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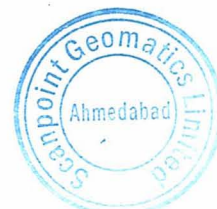
**Statement of Unaudited Financial Results (Consolidated) for the quarter and nine months ended December 31, 2018**

		(Rs. in Lakhs)					
Sr. No.	Particulars	Quarter Ended			Nine months ended		Year ended
		31-12-18	30-09-18	31-12-17	31-12-18	31-12-17	31-03-18
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I.	Revenue from Operations	1020.66	821.51	326.81	2424.73	1180.71	3,194.40
II.	Other Income	8.00	46.78	8.59	97.98	35.04	61.07
III.	<b>Total Income (I + II)</b>	<b>1,028.66</b>	<b>868.29</b>	<b>335.40</b>	<b>2,522.71</b>	<b>1,215.75</b>	<b>3,255.47</b>
IV.	<b>Expenses:</b>						
	Cost of Materials Consumed	570.21	644.34	285.59	1657.80	513.59	1,625.31
	Purchases of Stock-in-Trade	-	-	-	-	-	-
	Changes in inventories of finished goods work-in-progress and	-	-	(179.99)	-	(179.99)	-
	Employee benefits expense	77.32	65.03	32.46	178.91	98.25	141.56
	Travel expense	17.97	19.26	-	44.75	-	30.94
	Finance costs	6.15	14.57	7.96	25.76	30.22	81.04
	Depreciation and amortisation expense	19.89	20.86	17.69	57.52	52.85	72.59
	Other expenses	295.78	79.63	157.05	456.89	653.36	1,180.46
	<b>Total expenses (IV)</b>	<b>987.32</b>	<b>843.69</b>	<b>320.76</b>	<b>2,421.63</b>	<b>1,168.28</b>	<b>3,131.90</b>
V.	<b>Profit before Exceptional Items and tax (III - IV)</b>	<b>41.34</b>	<b>24.60</b>	<b>14.64</b>	<b>101.08</b>	<b>47.47</b>	<b>123.57</b>
VI.	Exceptional Items	-	-	-	-	-	-
VII.	<b>Profit before Tax (V-VI)</b>	<b>41.34</b>	<b>24.60</b>	<b>14.64</b>	<b>101.08</b>	<b>47.47</b>	<b>123.57</b>
VIII.	<b>Tax expense:</b>						
	(1) Current tax	7.95	11.59	2.71	19.45	8.78	-
	(2) Deferred tax	(1.81)	(2.92)	3.21	(6.80)	5.26	6.54
	(3) MAT Credit Entitlement	(7.95)	(11.59)	(2.71)	(19.50)	(8.78)	-
IX.	<b>Profit for the period (VII-VIII)</b>	<b>43.15</b>	<b>27.52</b>	<b>11.43</b>	<b>107.88</b>	<b>42.21</b>	<b>117.03</b>
X.	<b>Other Comprehensive Income/(Expense) (Net of Tax)</b>						
	A. (i) Items that will not be reclassified to profit or loss	-	-	-	(56.23)	19.59	(6.44)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	11.25	(3.92)	1.95
	B. (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	<b>Total Other Comprehensive Income, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(44.98)</b>	<b>15.67</b>	<b>(4.49)</b>
XI.	<b>Total Comprehensive Income / (Expenses) (after Tax) (IX+X)</b>	<b>43.15</b>	<b>27.52</b>	<b>11.43</b>	<b>62.90</b>	<b>57.88</b>	<b>112.54</b>
XII.	Paid up Equity Share Capital (Face value of Rs. 2/- per share)	901.71	901.71	538.08	901.71	538.08	901.71
XIII.	<b>Earnings per equity share:</b>						
	(1) Basic	0.10	0.06	0.05	0.24	0.22	0.39
	(2) Diluted	0.10	0.06	0.05	0.24	0.22	0.39

**NOTES:**

- The above results were reviewed by Audit Committee and approved & taken on record by the Board of Directors at their meeting held on February 14, 2019.
- In accordance with Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Statutory Auditors of the Company have carried out Limited Review of the above results.
- The Company operates in a single segment.
- The figures for the previous period have been regrouped / rearranged wherever necessary, to make them comparable with those of the current period.

Place: Ahmedabad  
Date: 14.02.2019



For Scanpoint Geomatics Limited

*Ramesh Sojitra*

**Ramesh Sojitra**  
Managing Director  
DIN: 00016149

**Registered Office**  
9, Mahakant Complex, 33  
Opp. V.S. Hospital, Ashram Road,  
Ahmedabad-380 006, Gujarat, India  
**CIN: L22219GJ1992PLC017073**

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

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**www.sgligis.com**



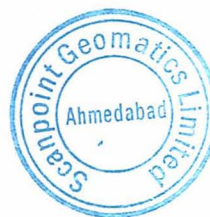
**Statement of Unaudited Financial Results (Standalone) for the quarter and nine months ended December 31, 2018**

(Rs. in Lakhs)							
Sr. No.	Particulars	Quarter Ended			Nine months ended		Year ended
		31-12-18	30-09-18	31-12-17	31-12-18	31-12-17	31-03-18
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I.	Revenue from Operations	1020.66	821.51	326.81	2424.73	1180.71	3,194.40
II.	Other Income	8.00	46.78	8.59	97.98	35.04	61.07
III.	<b>Total Income (I + II)</b>	<b>1,028.66</b>	<b>868.29</b>	<b>335.40</b>	<b>2,522.71</b>	<b>1,215.75</b>	<b>3,255.47</b>
IV.	<b>Expenses:</b>						
	Cost of Materials Consumed	570.21	644.34	285.59	1657.81	513.59	1,625.31
	Purchases of Stock-in-Trade	-	-	-	-	-	-
	Changes in inventories of finished goods work-in-progress and	-	-	(179.99)	-	(179.99)	-
	Employee benefits expense	77.32	65.03	32.46	178.91	98.25	141.57
	Travel expense	17.97	19.26	-	44.75	-	30.94
	Finance costs	6.15	14.57	7.96	25.76	30.22	81.04
	Depreciation and amortisation expense	19.89	20.86	17.69	57.52	52.85	72.59
	Other expenses	295.78	79.48	156.31	456.66	652.62	1,179.28
	<b>Total expenses (IV)</b>	<b>987.32</b>	<b>843.54</b>	<b>320.02</b>	<b>2,421.41</b>	<b>1,167.54</b>	<b>3,130.73</b>
V.	<b>Profit before Exceptional Items and tax (III - IV)</b>	<b>41.34</b>	<b>24.75</b>	<b>15.38</b>	<b>101.30</b>	<b>48.21</b>	<b>124.74</b>
VI.	Exceptional Items	-	-	-	-	-	-
VII.	<b>Profit before Tax (V-VI)</b>	<b>41.34</b>	<b>24.75</b>	<b>15.38</b>	<b>101.30</b>	<b>48.21</b>	<b>124.74</b>
VIII.	<b>Tax expense:</b>						
	(1) Current tax	7.95	11.59	2.84	19.79	8.92	-
	(2) Deferred tax	(1.81)	(2.92)	3.21	(6.80)	5.26	6.54
	(3) MAT Credit Entitlement	(7.95)	(11.59)	(2.84)	(19.85)	(8.92)	-
IX.	<b>Profit for the period (VII-VIII)</b>	<b>43.15</b>	<b>27.67</b>	<b>12.17</b>	<b>108.10</b>	<b>42.95</b>	<b>118.20</b>
X.	<b>Other Comprehensive Income/(Expense) (Net of Tax)</b>						
	A. (i) Items that will not be reclassified to profit or loss	-	-	-	(56.23)	19.59	(6.44)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	11.25	(3.92)	1.95
	B. (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	<b>Total Other Comprehensive Income, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(44.98)</b>	<b>15.67</b>	<b>(4.49)</b>
XI.	<b>Total Comprehensive Income / (Expenses) (after Tax) (IX+X)</b>	<b>43.15</b>	<b>27.67</b>	<b>12.17</b>	<b>63.12</b>	<b>58.62</b>	<b>113.71</b>
XII.	Paid up Equity Share Capital (Face value of Rs. 2/- per share)	901.71	901.71	538.08	901.71	538.08	901.71
XIII.	<b>Earnings per equity share:</b>						
	(1) Basic	0.10	0.06	0.05	0.24	0.22	0.39
	(2) Diluted	0.10	0.06	0.05	0.24	0.22	0.39

**NOTES:**

- The above results were reviewed by Audit Committee and approved & taken on record by the Board of Directors at their meeting held on February 14, 2019.
- In accordance with Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Statutory Auditors of the Company have carried out Limited Review of the above results.
- The Company operates in a single segment.
- The figures for the previous period have been regrouped / rearranged wherever necessary, to make them comparable with those of the current period.

Place: Ahmedabad  
Date: 14.02.2019



For Scanpoint Geomatics Limited



**Ramesh Sojitra**  
Managing Director  
DIN: 00016149

# CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Note No.	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>I. ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	1,13,16,792	1,13,13,934	2,59,09,470
Capital work-in-progress	5	9,46,89,700	1,83,15,728	-
Intangible Assets	5	5,03,40,230	5,27,86,386	5,54,34,677
Financial Assets		-	-	-
Investments	6	1,86,00,000	1,86,00,000	1,86,00,000
Loans	7	44,00,000	42,35,000	42,35,000
Other financial assets	8	6,34,46,126	6,16,70,392	48,17,195
Other non-current assets	9	93,46,715	37,64,733	21,36,025
<b>Total non-current assets</b>		<b>25,21,39,563</b>	<b>17,06,86,173</b>	<b>11,11,32,367</b>
<b>Current assets</b>				
Inventories	-	-	-	-
Financial Assets				
Trade Receivables	10	18,73,87,375	34,79,55,262	24,03,66,322
Cash and cash equivalents	11	5,61,97,228	25,34,547	23,56,256
Loans	7	18,78,973	1,75,801	5,25,800
Other financial assets	12	4,52,76,977	3,17,58,858	8,33,699
<b>Total current assets</b>		<b>29,07,40,553</b>	<b>38,24,24,468</b>	<b>24,40,82,077</b>
<b>Total Assets</b>		<b>54,28,80,116</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	13	9,01,71,398	5,38,08,000	5,38,08,000
Other Equity		33,78,71,696	6,68,22,817	6,35,45,383
<b>Total Equity</b>		<b>42,80,43,094</b>	<b>12,06,30,817</b>	<b>11,73,53,383</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
Financial liabilities	14	2,74,47,629	3,30,00,000	1,54,58,708
Other Non Current liabilities		-	-	-
Provisions	15	17,06,724	15,86,619	17,79,082
<b>Total non-current liabilities</b>		<b>2,91,54,353</b>	<b>3,45,86,619</b>	<b>1,72,37,790</b>
<b>Current Liabilities</b>				
Financial liabilities	14	21,92,988	24,68,85,740	13,79,92,709
Trade payables	16	3,48,64,268	10,60,41,728	6,24,61,303
Other financial liabilities	17	3,49,35,566	2,87,33,231	71,68,611
Other Current liabilities	18	85,51,421	1,15,57,855	1,04,77,034
Provisions	20	1,04,084	98,167	1,26,081
Deferred tax liabilities (net)	19	50,34,342	45,76,484	23,97,533
<b>Total current liabilities</b>		<b>8,56,82,669</b>	<b>39,78,93,205</b>	<b>22,06,23,271</b>
<b>Total Equity and Liabilities</b>		<b>54,28,80,116</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>

Significant accounting policies and notes to accounts 1 to 38

The accompanying notes are an integral part of the financial statements

As per our report of even date

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

For Jayamal Thakore & Co.  
Chartered Accountants

Ramesh Sojitra  
Managing Director  
DIN:00016141

Chirag Soni  
Whole Time Director  
DIN: 01684683

Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018

Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018

Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Notes	2017-2018	2016-2017
Revenue from operations	21	31,94,39,740	32,72,79,178
Other Income	22	61,07,435	27,46,347
<b>Total Income</b>		<b>32,55,47,175</b>	<b>33,00,25,525</b>
Expenses			
Cost of Materials Consumed	23	16,25,31,400	23,82,24,892
Increase in inventories of finished goods, work in progress and Stock-in-trade	24	--	--
Employee benefits expense	25	1,41,56,910	88,78,595
Finance Costs	26	81,03,929	43,45,036
Travel Expenses	27	30,94,391	13,83,964
Depreciation and amortization expense	4 & 5	72,59,459	55,82,545
Other expense	27	11,80,43,824	6,67,42,193
<b>Total Expense</b>		<b>31,31,89,913</b>	<b>32,51,57,225</b>
<b>Profit before tax</b>		<b>1,23,57,262</b>	<b>48,68,300</b>
Tax expense:			
Current tax		--	--
Deferred tax		6,53,618	19,97,233
<b>Profit for the period</b>		<b>1,17,03,644</b>	<b>28,71,067</b>
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined liability/asset		(4,48,649)	4,06,367
Equity instruments through other comprehensive income		--	--
Items that will be reclassified subsequently to profit or loss		--	--
<b>Total Comprehensive income, net of tax</b>		<b>(4,48,649)</b>	<b>4,06,367</b>
<b>Total Comprehensive income for the period</b>		<b>1,12,54,995</b>	<b>32,77,434</b>
Earning per equity share			
Equity shares of par value Rs.2 each		4,50,85,699	2,69,04,000
Basic (Rs.)		0.39	0.10
Diluted (Rs.)		0.39	0.10
Weighted average equity shares used in computing			
Earning per equity share		3,03,63,898	2,98,63,440

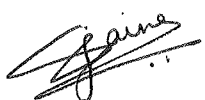
Significant accounting policies and notes to accounts 1 to 38

The accompanying notes are an integral part of the financial statements

As per our report of even date

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

For Jayamal Thakore & Co.  
Chartered Accountants

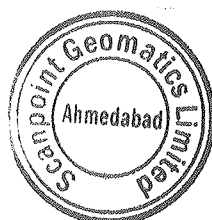



Shivani Jain

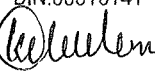
(Partner)

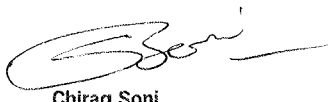
M. No: 175094

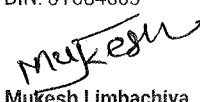
Ahmedabad, May 30, 2018



  
Ramesh Sojitra  
Managing Director  
DIN:00016141

  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171  
Ahmedabad, May 30, 2018

  
Chirag Soni  
Whole Time Director  
DIN: 01684683

  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768



**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2018**

(Amount in Rs.)

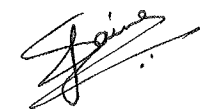
PARTICULARS	2017-18	2016-17
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before Tax	1,23,57,262	48,68,300
<b>Adjustments for:</b>		
<b>Add:</b>		
Depreciation	72,59,459	84,59,624
Interest Paid	81,03,929	43,45,036
Actuarial Gain	-	5,88,086
<b>Less:</b>		
Provisions Written back	6,44,410	28,77,079
Interest Received	37,81,917	9,94,065
Profit on sale of Asset	-	8,04,243
<b>Operating Profit/(Loss) before Working Capital Changes</b>	2,32,94,323	1,35,85,659
<b>Adjustments for:</b>		
Inventories	-	-
Trade Receivable	16,05,67,888	(10,75,88,940)
Loans	(18,68,172)	3,49,999
Other financial assets	(1,35,18,119)	(3,09,25,159)
Other non current assets	(55,81,982)	(16,28,708)
Current financial liabilities	(24,46,92,753)	10,88,93,031
Non current liabilities	(55,52,371)	1,75,41,292
Provisions	1,26,022	(2,20,377)
Trade payables	(7,11,77,460)	4,35,80,425
Other financial liabilities	62,02,335	2,15,64,620
Other current liabilities	(30,06,434)	10,80,821
<b>Cash Generated from Operation</b>	<b>(15,52,06,722)</b>	<b>6,62,32,663</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital WIP	(7,63,73,972)	(1,83,15,728)
Long Term Investments	-	-
Deposits	(17,75,734)	(5,68,53,197)
Sale of assets	-	1,35,00,000
Purchase of assets	(48,16,161)	(10,34,476)
<b>Net Cash used in Investing Activities</b>	<b>(8,29,65,867)</b>	<b>(6,27,03,401)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Recieved	37,81,917	9,94,065
Proceeds from issue of share capital (incl.securities premium)	29,61,57,282	-
<b>Less:</b>		
Interest paid	(81,03,929)	(43,45,036)
<b>Net Cash used in Financing Activities</b>	<b>29,18,35,270</b>	<b>(33,50,971)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>5,36,62,681</b>	<b>1,78,291</b>
<b>Cash and Cash Equivalent as at 31-3-2017</b>	<b>25,34,547</b>	<b>23,56,256</b>
<b>Cash and Cash Equivalent as at 31-3-2018</b>	<b>5,61,97,228</b>	<b>25,34,547</b>

**NOTES**

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 Jayamal Thakore & Co.  
Chartered Accountants



Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018





Ramesh Sojitra  
Managing Director  
DIN:00016141



Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018

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



Chirag Soni  
Whole Time Director  
DIN: 01684683



Mukesh Limbachiya  
Company Secretary  
M NO: 45768

# BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Note No.	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>I. ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	1,13,16,792	1,13,13,934	2,59,09,470
Capital work-in-progress	5	9,46,89,700	1,83,15,728	-
Intangible Assets	5	4,74,52,381	5,27,86,386	5,54,34,677
Financial Assets		-	-	-
Investments	6	1,86,99,900	1,86,00,000	1,86,00,000
Loans	7	44,00,000	42,35,000	42,35,000
Other financial assets	8	6,34,46,126	6,16,70,392	48,17,195
Other non-current assets	9	93,46,715	37,64,733	21,36,025
<b>Total non-current assets</b>		<b>24,93,51,614</b>	<b>17,06,86,173</b>	<b>11,11,32,367</b>
<b>Current assets</b>				
Inventories	-	-	-	-
Financial Assets		-	-	-
Trade Receivables	10	18,73,87,375	34,79,55,262	24,03,66,322
Cash and cash equivalents	11	5,53,77,442	25,34,547	23,56,256
Loans	7	51,99,473	1,75,801	5,25,800
Other financial assets	12	4,52,76,977	3,17,58,858	8,33,699
<b>Total current assets</b>		<b>29,32,41,267</b>	<b>38,24,24,468</b>	<b>24,40,82,077</b>
<b>Total Assets</b>		<b>54,25,92,881</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	13	9,01,71,398	5,38,08,000	5,38,08,000
Other Equity		33,79,88,517	6,68,22,817	6,35,45,383
<b>Total Equity</b>		<b>42,81,59,915</b>	<b>12,06,30,817</b>	<b>11,73,53,383</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
Financial liabilities	14	2,74,47,629	3,30,00,000	1,54,58,708
Other Non Current liabilities		-	-	-
Provisions	15	17,06,724	15,86,619	17,79,082
<b>Total non-current liabilities</b>		<b>2,91,54,353</b>	<b>3,45,86,619</b>	<b>1,72,37,790</b>
<b>Current Liabilities</b>				
Financial liabilities	14	21,90,988	24,68,85,740	13,79,92,709
Trade payables	16	3,48,25,696	10,60,41,728	6,24,61,303
Other financial liabilities	17	3,49,00,253	2,87,33,231	71,68,611
Other Current liabilities	18	82,23,251	1,15,57,855	1,04,77,034
Provisions	20	1,04,084	98,167	1,26,081
Deferred tax liabilities (net)	19	50,34,342	45,76,484	23,97,533
<b>Total current liabilities</b>		<b>8,52,78,613</b>	<b>39,78,93,205</b>	<b>22,06,23,271</b>
<b>Total Equity and Liabilities</b>		<b>54,25,92,881</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>

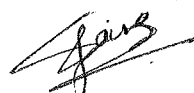
Significant accounting policies and notes to accounts 1 to 39

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

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

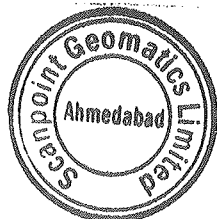
For Jayamal Thakore & Co.  
Chartered Accountants



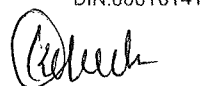
Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018



  
Ramesh Sojitra  
Managing Director  
DIN: 00016141

  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171  
Ahmedabad, May 30, 2018

  
Chirag Soni  
Whole Time Director  
DIN: 01684683

  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2018

(Amount in ₹)			
PARTICULARS	Notes	2017-2018	2016-2017
Revenue from operations	21	31,94,39,740	32,72,79,178
Other Income	22	61,07,435	27,46,347
<b>Total Income</b>		<b>32,55,47,175</b>	<b>33,00,25,525</b>
Expenses			
Cost of Materials Consumed	23	16,25,31,400	23,82,24,892
Increase in inventories of finished goods, work in progress and Stock-in-trade	24	-	-
Employee benefits expense	25	1,41,56,910	88,78,595
Finance Costs	26	81,03,929	43,45,036
Travel Expenses	27	30,94,391	13,83,964
Depreciation and amortization expense	4 & 5	72,59,459	55,82,545
Other expense	27	11,79,27,003	6,67,42,193
<b>Total Expense</b>		<b>31,30,73,091</b>	<b>32,51,57,225</b>
<b>Profit before tax</b>		<b>1,24,74,084</b>	<b>48,68,300</b>
Tax expense:			
Current tax		-	-
Deferred tax		6,53,618	19,97,233
<b>Profit for the period</b>		<b>1,18,20,465</b>	<b>28,71,067</b>
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined liability/asset		(4,48,649)	4,06,367
Equity instruments through other comprehensive income		-	-
Items that will be reclassified subsequently to profit or loss		-	-
<b>Total Comprehensive income, net of tax</b>		<b>(4,48,649)</b>	<b>4,06,367</b>
<b>Total Comprehensive income for the period</b>		<b>1,13,71,816</b>	<b>32,77,434</b>
Earning per equity share			
Equity shares of par value Rs.2 each		4,50,85,699	2,69,04,000
Basic (Rs.)		0.39	0.10
Diluted (Rs.)		0.39	0.10
Weighted average equity shares used in computing			
Earning per equity share		3,03,63,898	2,98,63,440

Significant accounting policies and notes to accounts 1 to 39

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

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

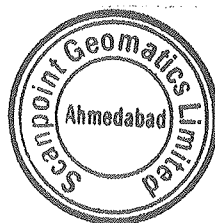
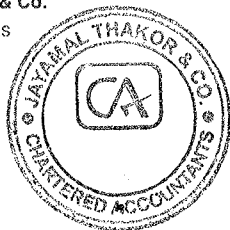
For Jayamal Thakore & Co.  
Chartered Accountants

*[Signature]*

Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018



*[Signature]*

Ramesh Sojitra  
Managing Director  
DIN:00016141

*[Signature]*

Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018

*[Signature]*

Chirag Soni  
Whole Time Director  
DIN: 01684683

*[Signature]*

Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2018

(Amount in ₹)

PARTICULARS	2017-2018	2016-2017
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before Tax	1,24,74,084	48,68,300
<b>Adjustments for:</b>		
<b>Add:</b>		
Depreciation	72,59,459	84,59,624
Interest Paid	81,03,929	43,45,036
Actuarial Gain	-	5,88,086
<b>Less:</b>		
Provisions Written back	6,44,410	28,77,079
Interest Received	37,81,917	9,94,065
Profit on sale of Asset	-	8,04,243
<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>2,34,11,144</b>	<b>1,35,85,659</b>
<b>Adjustments for:</b>		
Inventories	-	-
Trade Receivable	16,05,67,887	(10,75,88,940)
Loans	(18,68,172)	3,49,999
Other financial assets	(1,35,18,119)	(3,09,25,159)
Other non current assets	(55,81,982)	(16,28,708)
Current financial liabilities	(24,46,94,753)	10,88,93,031
Non current liabilities	(55,52,371)	1,75,41,292
Provisions	1,26,022	(2,20,377)
Trade payables	(7,12,16,032)	4,35,80,425
Other financial liabilities	61,67,022	2,15,64,620
Other current liabilities	(33,34,604)	10,80,821
<b>Cash Generated from Operation</b>	<b>(15,54,93,957)</b>	<b>6,62,32,663</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital WIP	(7,63,73,972)	(1,83,15,728)
Long Term Investments	(99,900)	-
Deposits	(17,75,734)	(5,68,53,197)
Sale of assets	-	1,35,00,000
Purchase of assets	(19,28,312)	(10,34,476)
<b>Net Cash used in Investing Activities</b>	<b>(8,01,77,918)</b>	<b>(6,27,03,401)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Received	37,81,917	9,94,065
Proceeds from issue of share capital (incl. securities premium)	29,61,57,282	-
<b>Less:</b>		
Loan to subsidiary	33,20,500	-
Interest paid	81,03,929	43,45,036
<b>Net Cash used in Financing Activities</b>	<b>28,85,14,770</b>	<b>(33,50,971)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>5,28,42,895</b>	<b>1,78,291</b>
<b>Cash and Cash Equivalent as at 31-3-2017</b>	<b>25,34,547</b>	<b>23,56,256</b>
<b>Cash and Cash Equivalent as at 31-3-2018</b>	<b>5,53,77,442</b>	<b>25,34,547</b>

## NOTES

Previous year's figure has been regrouped/rearranged wherever necessary to conform to current year's classification.

As per our report of even date attached

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

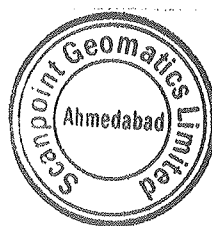
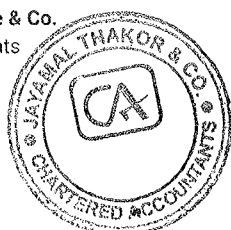
For Jayamal Thakore & Co.  
Chartered Accountants




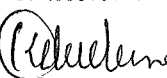
Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018



  
Ramesh Sojitra  
Managing Director  
DIN: 00016141

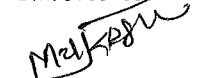


Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018



Chirag Soni  
Whole Time Director  
DIN: 01684683



Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

## GENERAL INFORMATION

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 7, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 6, 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*’ pursuant to which a fresh certificate of incorporation consequent upon change of name dated April 22, 2008 was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

### Registered Office of our Company

#### Scanpoint Geomatics Limited

9, Mahakant Complex,  
Opposite V. S. Hospital,  
Ashram Road, Ahmedabad – 380 006,  
Gujarat, India,

**Telephone:** +91-79-26575365/71

**E-mail:** [info@sgligis.com](mailto:info@sgligis.com)

**Website:** [www.sgligis.com](http://www.sgligis.com)

**CIN:** L22219GJ1992PLC017073

**Registration Number:** 017073

### Change in Registered Office of our Company

Upon incorporation, the Registered Office of our Company was at 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad, Gujarat, India. Thereafter, our Company has shifted the Registered Office, the 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-380006, Gujarat, India	“Scan House”, B/H Town Hall, Ellisbridge, Ashram Road, Ahmedabad- 380006, Gujarat, India,	Administrative Convenience
July 2, 2015	“Scan House”, B/H Town Hall, Ellisbridge, Ashram Road, Ahmedabad- 380006, Gujarat, India.	9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad-380006, Gujarat, India.	Administrative Convenience

### Corporate Office of our Company

#### Scanpoint Geomatics Limited

12, Abhishree Corporate Park,  
ISKCON- Ambli Road,  
Ahmedabad- 380058,  
Gujarat, India.

**Telephone:** +91-2717-297096/98

**Facsimile:** +91-2717-297039

**E-mail:** [info@sgligis.com](mailto:info@sgligis.com)

**Website:** [www.sgligis.com](http://www.sgligis.com)

### Address of the ROC

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

### Registrar of Companies, Ahmedabad

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

### Board of Directors

As on the date of this Draft Letter of Offer, the Board of Directors of our Company comprises following directors:

Sr. No.	Name of Director	Designation	Address	DIN
1	Mr. Rameshchandra K. Sojitra	Managing Director	A-502, Pushpvan Apartment, Near IOC Petrol Pump, Opp. Ruchir Bungalows, Judges Bungalows, Bodakdev, Ahmedabad – 380054, Gujarat, India	00016149
2	Mr. Kantilal V. Ladani	Director & Chief Financial Officer	C/4/14, Sagar Apartments, Near Shyamal Cross Road Satellite, Ambawadi Vistar, Ahmedabad-380015, Gujarat, India	00016171
3	Mr. Chirag J. Soni	Whole Time Director	18/B, Purneshwar Flats, Gulbai Tekra, Ambawadi, Ahmedabad – 380015, Gujarat, India	01684683
4	Mr. Dinesh J. Shah	Independent Director	Flat No 6, 2nd floor, Rajmilan Co-operative Housing Society, Phirozshah Mehta Road, Vile Parle (East), Mumbai – 400057, Maharashtra, India	02377709
5	Mr. Mitesh K. Sanghvi	Non-Executive Director	B-703/704, Shalibhadra Apartment, Pancheshwar Tower, Jamnagar – 361001, Gujarat, India	07403394
6	Ms. Pooja S. Shah	Independent Director	A/T/3, Rajvi Complex, Near Sonal Cross Road, Gurukul Road, Memnagar, Ahmedabad – 380052, Gujarat, India	07441428
7	Mr. ManishKumar G. Dangi	Non-Executive Director	Govindlal 41, Amranthusvila, Behind Sal College, Bhadaj, Ahmedabad – 380060, Gujarat, India	07569728
8	Mr. Ankur M. Fofaria	Independent Director	Vraj Raj Apartment, Flat No. 401, 5 Collegewadi Near Kathiyawad Gymkhana, Rajkot– 360001, Gujarat, India	02963276

For more details, please see the section titled “Our Management” on page 63 of this Draft Letter of Offer.

### **Company Secretary and Compliance Officer**

**Mr. Mukesh Limbachiya**  
**Scanpoint Geomatics Limited**  
12, Abhishree Corporate Park,  
ISKCON- Ambli Road,  
Ahmedabad- 380058,  
Gujarat, India.  
**Telephone:** +91-2717-297096/98  
**Facsimile:** +91-2717-297039  
**E-mail:** [cs@sgligis.com](mailto:cs@sgligis.com)  
**Website:** [www.sgligis.com](http://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- 380058,  
Gujarat, India.  
**Telephone:** +91-2717-297096/98  
**Facsimile:** +91-2717-297039  
**Email:** [kanti.l@sgligis.com](mailto:kanti.l@sgligis.com)  
**Website:** [www.sgligis.com](http://www.sgligis.com)

### **Lead Manager to the Issue**

**Vivro Financial Services Private Limited**  
Vivro House, 11, Shashi Colony,  
Opposite Suvidha Shopping Center, Paldi,  
Ahmedabad – 380007, Gujarat, India.  
**Telephone:** +91 79 40404242  
**Facsimile:** +91 79 26650570  
**Email:** [scanpoint@vivro.net](mailto:scanpoint@vivro.net)  
**Website:** [www.vivro.net](http://www.vivro.net)  
**Investor Grievance Email:** [investors@vivro.net](mailto:investors@vivro.net)  
**Contact Person:** Harish Patel / Bhargav Parekh  
**SEBI Registration Number:** INM000010122  
**CIN:** U67120GJ1996PTC029182

### **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.

## **Registrar to the Issue**

### **Link Intime India Private Limited**

C 101, 1<sup>st</sup> Floor, 247 Park, LBS Marg,  
Vikhroli (West), Mumbai - 400083, Maharashtra, India.

**Telephone:** + 91-22-4918 6200

**Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Investor Grievance Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Contact Person:** 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 - 380006, Gujarat, India. **Telephone:** +91 79 26564700 / 26564800

**Facsimile:** +91 79 26564300

**E-mail:** [tanvish.bhatt@wadiaghandy.com](mailto:tanvish.bhatt@wadiaghandy.com)

**Contact Person:** Mr. Tanvish Bhatt

## **Statutory Auditors of our Company**

### **Jayamal Thakore & Co.**

27, Embassy Market, Ashram Road,

Near Dinesh Hall, Ashram Road,

Ahmedabad – 380 009, Gujarat, India.

**Telephone:** +91-79-26589713

**Email:** [jayamalthakore@gmail.com](mailto:jayamalthakore@gmail.com)

**Contact Person:** Ms. Shivani M. Jani

**Firm Registration Number:** 104098W

**Peer Review Board Certificate Number:** 010226

## **Bankers to our Company**

### **Bank of India**

Ahmedabad (Main) Branch,

Bhadra, Ahmedabad- 380001

**Telephone:** +91-79-2535 2380/3118,

**Email:** [ahmedabad.ahmedabad@bankofindia.com](mailto:ahmedabad.ahmedabad@bankofindia.com)

**Website:** [www.bankofindia.co.in](http://www.bankofindia.co.in)

**Contact Person:** Mr. Rajesh K Meena

## **Bankers to the Issue and Refund Bank**

[●]

## **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.



**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.

**Monitoring Agency**

Since the size of the Issue is less than ₹ 1,000 Lakh, our Company is not required to comply with the provisions of the SEBI ICDR Regulations including the provisions relating to appointment of monitoring agency.

**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.

**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.

**Filing**

The copy of this Draft Letter of Offer has been filed with BSE for seeking their in-principle approval for the proposed Issue. Upon receipt of in-principle approval from BSE, our Company shall file the copy of Letter of Offer with the Corporation Finance Department of SEBI, located at Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad – 380009, Gujarat, India for the purpose of their information and dissemination on its website in terms of the provisions of the SEBI ICDR Regulations.

**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:

<b>Issue Opening Date</b>	<b>[●]</b>
<b>Last Date for request for Split Application Forms</b>	<b>[●]</b>
<b>Issue Closing Date</b>	<b>[●]</b>

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.

## 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)		
Particulars	Aggregate value at face value	Aggregate value at Issue Price
<b>A. AUTHORIZED SHARE CAPITAL</b>		
6,50,00,000 Equity Shares of ₹ 2 each	1,300.00	-
<b>B. ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE</b>		
4,50,85,699 Equity Shares of ₹ 2 each	901.71	-
<b>C. PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS DRAFT LETTER OF OFFER<sup>(1)</sup></b>		
[•] Equity Shares at an Issue Price of ₹ [•] per Equity Share	[•]	997.00
<b>D. ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE ISSUE</b>		
[•] <sup>(2)</sup> Equity Shares of face value of ₹ 2 each fully paid up	[•]	[•]
<b>E. SECURITIES PREMIUM ACCOUNT</b>		
Before the Issue	2,597.94	
After the Issue	[•]	

<sup>(1)</sup> The Issue has been authorised by a resolution of our Board passed at its meeting held on February 14, 2019, pursuant to Section 62 of the Companies Act, 2013.

<sup>(2)</sup> 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.

### 3. Shareholding of Promoter and Promoter Group:

The details of specified securities held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such securities as on the date of this Draft Letter of Offer are set forth hereunder:

Sr. No.	Name of the Promoter & Promoter Group	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/encumbered		Details of Equity Shares locked-in	
				No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share capital
1	Mr. Rameshchandra K. Sojitra	5,23,553	1.16	5,23,553	1.16	-	-
2	Mr. Chirag J. Soni	5,00,000	1.11	-	-	-	-
3	Ms. Vaacha Sojitra	2,93,063	0.65	-	-	-	-

Sr. No.	Name of the Promoter & Promoter Group	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/encumbered		Details of Equity Shares locked-in	
				No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share capital
4	Mr. Vishwas Sojitra	2,48,068	0.55	-	-	-	-
5	Mrs. Leelavanti R. Sojitra	1,48,911	0.33	-	-	-	-
6	Rameshchandra K. Sojitra HUF	4,87,074	1.08	-	-	-	-
7	Karnavati Infrastructure Projects Limited	1,08,84,203	24.14	51,76,900	11.48	-	-
<b>Total</b>		<b>1,30,84,872</b>	<b>29.02</b>	<b>57,00,453</b>	<b>12.64</b>	-	-

Except as disclosed above, none of the Equity Shares held by our Promoter and Promoter Group are pledged with any bank or institution, locked-in or otherwise encumbered.

4. 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 except as disclosed below:

Sr. No.	Name of Promoter & Promoter Group	Number of Equity Shares acquired	Mode of Acquisition	Date of Acquisition
1	Mr. Rameshchandra K. Sojitra	2,11,133	Rights Issue	March 20, 2018
2	Mr. Chirag J. Soni	2,02,425	Rights Issue	March 20, 2018
3	Ms. Vaacha Sojitra	1,18,183	Rights Issue	March 20, 2018
4	Mr. Vishwas Sojitra	1,00,038	Rights Issue	March 20, 2018
5	Mrs. Leelavanti R. Sojitra	60,051	Rights Issue	March 20, 2018
6	Rameshchandra K. Sojitra HUF	35,114	Rights Issue	March 20, 2018
7	Karnavati Infrastructure Projects Limited	62,38,518	Rights Issue	March 20, 2018
8	Rameshchandra K. Sojitra HUF	4,00,000	Off market transfer from Karnavati Infrastructure Projects Limited	May 2, 2018

#### 5. Intention and extent of participation in the Issue by the Promoter and Promoter Group

The Promoter and members of the Promoter Group of our Company have, *vide* their letters dated March 16, 2019 ("**Subscription Letters**") indicated their intention to subscribe, jointly and / or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group of our Company.

Further, Mr. Rameshchandra K. Sojitra, Promoter of our Company has, *vide* his Subscription Letter, expressed his intention to apply for the Additional Rights Equity Shares along with his Rights Entitlement and / or renunciation and also to subscribe to the unsubscribed portion of the Issue.

The acquisition of Additional Rights Equity Shares by the Promoter and Promoter Group, if any, shall not result in change in control of the management of the Company and shall be in accordance with the provisions of the SEBI Takeover Regulations and shall not result in breach of the minimum public shareholding requirements stipulated under the SEBI Listing Regulations.

In terms of loan agreement dated February 14, 2019 executed between our Company and Mr. Rameshchandra K. Sojitra, the Promoter of our Company, the interest free unsecured loan amounting in aggregate to ₹ 285.00

Lakh, extended by him from time to time, to our Company is proposed to be adjusted against monies payable by him, for the issue and Allotment of Rights Equity Shares by our Company to him towards his 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.

As such, other than meeting the requirements indicated in the chapter titled “*Objects of the Issue*” at page 55 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. All the Equity Shares of our Company are fully paid-up as on the date of this Draft Letter of Offer. Further, the Equity Shares offered in the Rights Issue shall be made fully paid at the time of their allotment.
7. The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●].
8. The details of the shareholders holding more than 1% of the share capital of the Company as on December 31, 2018 are as under:

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of total share capital
1	Karnavati Infrastructure Projects Limited	1,08,84,203	24.14
2	Theeta Trading LLP	41,84,242	9.28
3	Mr. Rajesh C. Thakkar	32,18,680	7.14
4	Rajesh Chandubhai Thakkar HUF	26,50,981	5.88
5	Mr. Amar M. Patel	16,93,470	3.76
6	Mr. Mayur M. Desai	13,98,762	3.10
7	SMC Global Securities Ltd	12,98,243	2.88
8	Ms. Taraben C. Thakkar	12,38,812	2.75
9	Ashishbhai J. Desai HUF	8,70,236	1.93
10	Mr. Shaival M. Desai	7,46,302	1.66
11	Mr. Mukesh P. Patel	6,69,626	1.49
12	Ms. Shimulben P. Shroff	5,67,906	1.26
13	Mr. Milind P. Shroff	5,64,500	1.25
14	Mr. Rameshchandra K. Sojitra	5,23,553	1.16
15	Mr. Chirag J. Soni	5,00,000	1.11
16	Rameshchandra K. Sojitra HUF	4,87,074	1.08

#### 9. Shareholding Pattern of our Company

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on December 31, 2018 is as under:

(i) Statement of the shareholding pattern of the Equity Shares of our Company as on December 31, 2018:

Cat eg y (I)	Category of shareholder (II)	No. of shareho lders (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 erlyi ng dep osit ory rece ipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareho lding as a % of total no. of shares (calcula ted 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 under lying 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								
(A)	Promoter & Promoter group	7	1,30,84,872	-	-	1,30,84,872	29.02	1,30,84,872	-	1,30,84,872	29.02	-	29.02	-	-	50,00,053	38.21	1,30,84,872
(B)	Public	8,693	3,20,00,827	-	-	3,20,00,827	70.98	3,20,00,827	-	3,20,00,827	70.98	-	70.98	-	-	-	-	3,04,09,699
(C)	Non-Promoter- Non public	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
(C2)	Shares held by employee trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
	Total	8,700	4,50,85,699	-	-	4,50,85,699	100.00	4,50,85,699	-	4,50,85,699	100.00	-	100.00	-	-	50,00,053	11.09	4,34,94,571

(ii) Statement showing shareholding pattern of our Promoter and Promoter Group as on December 31, 2018:

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 ing depo sito 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 underl ying 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 demateriali zed 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 shares held (b)		
								Class eg. X	Cl ass eg. Y	Total									
(1)	Indian																		
(a)	Individuals/Hindu undivided Family	6	22,00,669	-	-	22,00,669	4.88	22,00,669	-	22,00,669	4.88	-	4.88	-	-	5,23,553	23.79	22,00,669	
(i)	Mr. Rameshchandra K. Sojitra	1	5,23,553	-	-	5,23,553	1.16	5,23,553	-	5,23,553	1.16	-	1.16	-	-	5,23,553	100.00	5,23,553	
(ii)	Mr. Chirag Soni	1	5,00,000	-	-	5,00,000	1.11	5,00,000	-	5,00,000	1.11	-	1.11	-	-	-	-	5,00,000	
(iii)	Ms. Vaacha Sojitra	1	2,93,063	-	-	2,93,063	0.65	2,93,063	-	2,93,063	0.65	-	0.65	-	-	-	-	2,93,063	
(iv)	Mr. Vishwas Sojitra	1	2,48,068	-	-	2,48,068	0.55	2,48,068	-	2,48,068	0.55	-	0.55	-	-	-	-	2,48,068	
(v)	Mrs. Leelavanti R. Sojitra	1	1,48,911	-	-	1,48,911	0.33	1,48,911	-	1,48,911	0.33	-	0.33	-	-	-	-	1,48,911	
(vi)	Rameshchandra K. Sojitra HUF	1	4,87,074	-	-	4,87,074	1.08	4,87,074	-	4,87,074	1.08	-	1.08	-	-	-	-	4,87,074	
(b)	Central Government/ State Government (s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)	1	1,08,84,203	-	-	1,08,84,203	24.14	1,08,84,203	-	1,08,84,203	24.14	-	24.14	-	-	44,76,500	41.13	1,08,84,203	
	Karnavati Infrastructure Projects	1	1,08,84,203	-	-	1,08,84,203	24.14	1,08,84,203	-	1,08,84,203	24.14	-	24.14	-	-	44,76,500	41.13	1,08,84,203	

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 erlyi ng dep osito ry rece pts (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 underl ying 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 demateriali zed 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 shares held (b)		
								Class eg. X	Cl ass eg. Y	Total									
	Limited																		
	Sub Total (A)(1)	7	1,30,84,872	-	-	1,30,84,872	29.02	1,30,84,872	-	1,30,84,872	29.02	-	29.02	-	-	50,00,053	38.21	1,30,84,872	
(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	1,30,84,872	-	-	1,30,84,872	29.02	1,30,84,872	-	1,30,84,872	29.02	-	29.02	-	-	50,00,053	38.21	1,30,84,872	

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

(iii) Statement showing shareholding pattern of public shareholders in our Company as of December 31, 2018:

	Category & name of shareholder (I)	No. of share holders (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								
1	Institutions																	
(a)	Mutual Funds	3	20,700	-	-	20,700	0.05	20,700	-	20,700	0.05	-	0.05	-	-	-	-	0
(f)	Financial Institutions/ Banks	1	1,000	-	-	1,000	0.00	1000	-	1,000	0.00	-	0.00	-	-	-	-	1,000
(g)	Insurance companies	1	27,200	-	-	27,200	0.06	27,200	-	27,200	0.06	-	0.06	-	-	-	-	0
	Sub Total (B)(1)	5	48,900	-	-	48,900	0.11	48,900	-	48,900	0.11	-	0.11	-	-	-	-	1,000
2	Central Government/ State Government/ President of India	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-	-	100
	Sub Total (B)(2)	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-	-	100
3	Non-Institutions																	
(a)	Individuals																	
	i. Individual shareholders holding nominal share capital upto ₹ 2 Lakh	8,250	68,77,672	-	-	68,77,672	15.25	68,77,672	-	68,77,672	15.25	-	15.25	-	-	-	-	54,41,244
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	23	1,34,78,051	-	-	1,34,78,051	29.89	1,34,78,051	-	1,34,78,051	29.89	-	29.89	-	-	-	-	1,34,78,051
	Amar Manvantbhai Patel	1	16,93,470	-	-	16,93,470	3.76	16,93,470	-	16,93,470	3.76	-	3.76	-	-	-	-	16,93,470



	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								
	Mayur Mukundbhai Desai	1	13,98,762	-	-	13,98,762	3.10	13,98,762	-	13,98,762	3.10	-	3.10	-	-	-	-	13,98,762
	Milind Pankajbhai Shroff	1	5,64,500	-	-	5,64,500	1.25	5,64,500		5,64,500	1.25	-	1.25	-	-	-	-	5,64,500
	Mukesh Purshottamdas Patel	1	6,69,626	-	-	6,69,626	1.49	6,69,626	-	6,69,626	1.49	-	1.49	-	-	-	-	6,69,626
	Rajesh Chandubhai Thakkar	1	32,18,680	-	-	32,18,680	7.14	32,18,680		32,18,680	7.14	-	7.14	-	-	-	-	32,18,680
	Shaival Mayurbhai Desai	1	7,46,302	-	-	7,46,302	1.66	7,46,302	-	7,46,302	1.66	-	1.66	-	-	-	-	7,46,302
	Shimulben Pankajkumar Shroff	1	5,67,906	-		5,67,906	1.26	5,67,906	-	5,67,906	1.26	-	1.26	-	-	-	-	5,67,906
	Taraben Chandubhai Thakkar	1	12,38,812	-	-	12,38,812	2.75	12,38,812	-	12,38,812	2.75	-	2.75	-	-	-	-	12,38,812
(b)	NBFCs registered with RBI	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-	-	100
(c)	Employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any other (specify)	413	1,15,96,004	-	-	1,15,96,004	-	1,15,96,004	-	1,15,96,004	25.72	-	25.72	-	-	-	-	1,14,89,204
	Trust	1	5,000	-	-	5,000	0.01	5,000	-	5,000	0.01	-	0.01	-	-	-	-	5,000
	Rajesh Chandubhai Thakkar HUF	1	26,50,981	-	-	26,50,981	5.88	26,50,981	-	26,50,981	5.88	-	5.88	-	-	-	-	26,50,981
	Ashishbhai Jashwantbhai	1	8,70,236	-	-	8,70,236	1.93	8,70,236	-	8,70,236	1.93	-	1.93	-	-	-	-	8,70,236

	Category & name of shareholder (I)	No. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of part ly paid up equity shar es held (V)	No. of shar es und erlyi ng dep osito ry rece pts (VI)	Total no. of shares held (VII) = (IV)+ (V)+(VI)	Sharehold ing % calculat e d 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 underl ying 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)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered* (XIII)		No. of equity shares held in demateriali zed 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 shares held (b)	
								Class eg. X	Cl ass eg. Y	total								
	Desai HUF																	
	HUF	193	46,57,418	-	-	46,57,418	10.33	46,57,418	-	46,57,418	10.33	-	10.33	-	-	-	-	46,57,418
	NRI	121	3,59,917	-	-	3,59,917	-	3,59,917	-	3,59,917	0.80	-	0.80	-	-	-	-	2,53,117
	Clearing Members	36	1,59,990	-	-	1,59,990	0.35	1,59,990	-	1,59,990	0.35	-	0.35	-	-	-	-	1,59,990
	Bodies Corporate	62	64,13,679	-	-	64,13,679	14.23	64,13,679	-	64,13,679	14.23	-	14.23	-	-	-	-	64,13,679
	Theeta trading LLP	1	41,84,242	-	-	41,84,242	9.28	41,84,242	-	41,84,242	9.28	-	9.28	-	-	-	-	41,84,242
	Smc Global Securities Ltd	1	12,98,243	-	-	12,98,243	2.88	12,98,243	-	12,98,243	2.88	-	2.88	-	-	-	-	12,98,243
	Sub Total (B)(3)	8,687	3,19,51,827	-	-	3,19,51,827	70.87	3,19,51,827	-	3,19,51,827	70.87	-	70.87	-	-	-	-	3,04,08,599
	Total public shareholding (B)= (B)(1)+ (B)(2)+ (B)(3)	8,693	3,20,00,827	-	-	3,20,00,827	70.98	3,20,00,827	-	3,20,00,827	70.98	-	70.98	-	-	-	-	3,04,09,699
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 object 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	Up to 997.00
Less: Issue related expenses	[●] <sup>(2)</sup>
<b>Net Proceeds<sup>(1)</sup></b>	<b>[●]<sup>(2)</sup></b>

<sup>(1)</sup> In terms of loan agreement dated February 14, 2019 executed between our Company and Mr. Rameshchandra K. Sojitra, the Promoter of our Company, the interest free unsecured loan amounting in aggregate to ₹ 285.00 Lakh, extended by him from time to time, to our Company is proposed to be adjusted against monies payable by him, for the issue and Allotment of Rights Equity Shares by our Company to him towards his 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.

<sup>(2)</sup> 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 900.00
2	General Corporate Purposes*	[●]

\*Will be finalized upon determination of Issue Price. The amount shall not exceed 25% of the gross 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 up to ₹900.00 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, from time to time, unsecured loans from directors, members of the Promoter and Promoter Group and other body corporates including related parties.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amount of loans may vary from time to time and accordingly, our Company will repay/prepay the amount of principal outstanding as on the date of repayment/prepayment. In case of any surplus after utilization of the Issue Proceeds for the repayment/prepayment of loans, our Company may use such surplus towards General Corporate Purposes subject to total utilization not exceeding 25% of the gross proceeds of the Issue. In the event Net Proceeds are insufficient for the repayment/prepayment of loans, such payment shall be made from the internal accruals of our Company.

We believe that repayment/prepayment of our unsecured loans via Rights Issue of shares shall result in an increase in the Net Worth of our Company and improve the debt-equity ratio 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 strengthen its capability to be eligible to bid for such projects; 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 and improved debt-equity ratio of our Company will enable us to improve our credit ratings in future, 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 our respective loans/facilities, without any obligation to any particular lender:

**Details of the loans proposed to be repaid/ prepaid out of the Issue Proceeds:**

<b>Sr. No.</b>	<b>Name of the Lender</b>	<b>Nature of Facility and Details of Document</b>	<b>Purpose</b>	<b>Amount Sanctioned(₹ in Lakh)</b>	<b>Principal Amount Outstanding as on March 1, 2019* (₹ in Lakh)</b>	<b>Rate of interest as on March 1, 2019 (% per annum)</b>	<b>Repayment Schedule</b>
1	Mr. Rameshchandra K. Sojitra	Loan Agreement dated February 14, 2019, executed between Mr. Rameshchandra K. Sojitra and our Company.	Meeting working capital requirement, repayment of debts and for expenses incurred in the ordinary course of business	300.00	285.00	Nil	On Demand
2	Turnrest Resources Private Limited	Loan Agreement dated February 14, 2019, executed between Turnrest Resources Private Limited and our Company.	Meeting working capital requirement and for expenses incurred in the ordinary course of business	1,500.00	90.00	12%	On Demand
3	Prop Corporate Mentors Private Limited	Loan Agreement dated February 14, 2019, executed between Prop Corporate Mentors Private Limited and our Company.	Meeting working capital requirement and for expenses incurred in the ordinary course of business	1,000.00	337.35	12%	On Demand
<b>Total</b>				<b>2,800.00</b>	<b>712.35</b>	<b>-</b>	<b>-</b>

*\*Certified by M/s Talati & Talati, Chartered Accountants, vide their certificate dated March 13, 2019. 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.*

Given the nature of these loans and the terms of repayment, the aggregate outstanding amount of loans may vary from time to time and accordingly, our Company will repay/prepay the amount of loans outstanding as on the date of repayment/prepayment. In case of any surplus after utilization of the Issue Proceeds for the repayment/prepayment of loans, our Company may use such surplus towards General Corporate Purposes subject to total utilization not exceeding 25% of the gross proceeds of the Issue. In the event Net Proceeds are insufficient for the repayment/prepayment of loans, such payment shall be made from the internal accruals of our Company.

An amount of ₹285.00 Lakh, which has already been brought into 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 (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. 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	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* 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.

**Monitoring Utilization of Funds from Issue**

As this is an Issue for an amount less than ₹10,000 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 SEBI 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, Mr. Rameshchandra K. 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, India – 380 006.

Dear Sirs,

**Subject: Proposed Rights Issue of equity shares with a Face value of ₹2/- each by Scanpoint Geomatics Limited (the “Company”) (the “Issue”)**

We report that the enclosed statement in Annexure A, states the possible direct tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961, as amended by the Finance Act 2018 (“Act”), i.e. applicable for the Financial Year 2018-19 relevant to the assessment year 2019-20. 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 the Company or its shareholders to derive the stated tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure 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 Rights Issue. Neither are we suggesting nor 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 and
- iii) the revenue authorities/courts will concur with the views expressed herein

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

We also consent to the references to us as “Experts” under section 26 of the Companies Act to the extent of the certification provided hereunder and included in the Draft Letter of Offer and Letter of Offer of the Company or in any other documents in connection with the Rights Issue.



We hereby give consent to include this statement of tax benefits in the Draft Letter of Offer and Letter of Offer and in any other material used in connection with the Rights Issue.

**Yours faithfully,**  
**For M/s. Jayamal Thakore & Co.**  
Chartered Accountants  
**Firm's Registration Number: 104098W**

**Anup Kumar Bhattacharjee**  
Partner  
Membership No.: 082184

Date: 15.02.2019  
Place: Ahmedabad

## Annexure

### ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information outlined below sets out the special tax benefits available to the Company and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the direct tax laws in force in India (i.e. applicable for the Financial Year 2018-19 relevant to the assessment year 2019-20). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfill.

#### I Special Tax Benefits available to the Company under the Act:

There are no special tax benefits available to the Company.

#### II. Special Tax Benefits available to the Shareholders under the Act:

There are no special tax benefits available for the shareholders of the Company under the provisions of the Act.

#### Notes:

1. The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis;
2. The above Statement of Special Tax Benefits sets out the Special Tax Benefits available to the Company and its shareholders under the current tax laws presently in force in India;
3. 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, 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 Offer;
4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and the above stated Special Tax Benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.
5. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
  - Company or its shareholders will continue to obtain these benefits in future;
  - Conditions prescribed for availing the benefits have been/ would be met with;
  - The revenue authorities/courts will concur with the view expressed herein; and
  - The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

## SECTION V – OUR MANAGEMENT

### 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.

Currently, our Company has 8 (eight) Directors on our Board, comprising of 3 (three) Executive Directors, 2 (two) Non-Executive Directors and 3 (three) 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 following table sets forth certain details regarding the Board of Directors as on date of this Draft Letter of Offer:

Sr. No.	Name, Address, Occupation, DIN, Term Nationality and Date of birth	Age (years)	Other Directorships
1.	<b>Mr. Rameshchandra K. Sojitra</b>  <b>Address:</b> A-502, Pushpvan Apartment, Near IOC Petrol Pump, Opp. Ruchir Bungalows, Judges Bungalows, Bodakdev, Ahmedabad – 380054, Gujarat, India.  <b>Designation:</b> Managing Director  <b>Occupation:</b> Business  <b>DIN:</b> 00016149  <b>Term:</b> For a period of 5 years from May 25, 2016 to May 24, 2021.  <b>Nationality:</b> Indian  <b>Date of Birth:</b> January 18, 1964	55	1. Jyacad Solutions Private Limited
2.	<b>Mr. Chirag J. Soni</b>  <b>Address:</b> 18/B, Purneshwar Flats, Gulbai Tekra, Ambawadi, Ahmedabad – 380015, Gujarat, India.  <b>Designation:</b> Whole Time Director  <b>Occupation:</b> Business  <b>DIN:</b> 01684683  <b>Term:</b> For a period of 3 years from November 1, 2016 to October 31, 2019  <b>Nationality:</b> Indian  <b>Date of Birth:</b> July 11, 1974	44	1. Diyatec Private Limited 2. Jyacad Solutions Private Limited

Sr. No.	Name, Address, Occupation, DIN, Term Nationality and Date of birth	Age (years)	Other Directorships
3.	<b>Mr. Kantilal V. Ladani</b>  <b>Address:</b> C/4/14, Sagar Apartments, Near Shyamal Cross Road Satellite, Ambawadi Vistar, Ahmedabad-380015, Gujarat, India  <b>Designation:</b> Executive Director & CFO  <b>Occupation:</b> Business  <b>DIN:</b> 00016171  <b>Term:</b> Liable to retire by rotation  <b>Nationality:</b> Indian  <b>Date of Birth:</b> July 18, 1967	51	1. Scan Press Limited 2. Imperial Farmers Producer Company Limited
4.	<b>Mr. Dinesh J. Shah</b>  <b>Address:</b> Flat No 6, 2nd floor, Rajmilan Co-operative Housing Society, Phirozshah Mehta Road, Vile Parle (East), Mumbai – 400057, Maharashtra, India.  <b>Designation:</b> Independent Director  <b>Occupation:</b> Profession  <b>DIN:</b> 02377709  <b>Term:</b> For a period of 5 years from September 30, 2015  <b>Nationality:</b> Indian  <b>Date of Birth:</b> February 8, 1954	65	1. B. T. Syndicate Limited
5.	<b>Mr. Mitesh K. Sanghvi</b>  <b>Address:</b> B-703/704, Shalibhadra Apartment, Pancheshwar Tower, Jamnagar – 361 001, Gujarat, India  <b>Designation:</b> Non-Executive Director  <b>Occupation:</b> Profession  <b>DIN:</b> 07403394  <b>Term:</b> Not liable to retire by rotation  <b>Nationality:</b> Indian  <b>Date of Birth:</b> May 17, 1978	40	1. Prop Corporate Mentors Private Limited 2. Turnrest Resources Private Limited 3. Beta Resources Private Limited

Sr. No.	Name, Address, Occupation, DIN, Term Nationality and Date of birth	Age (years)	Other Directorships
6.	<b>Mrs. Pooja S. Shah</b>  <b>Address:</b> A/T/3, Rajvi Complex, Near Sonal Cross Road, Gurukul Road, Memnagar, Ahmedabad – 380052, Gujarat, India.  <b>Designation:</b> Independent Director  <b>Occupation:</b> Practicing Company Secretary  <b>DIN:</b> 07441428  <b>Term:</b> For a period of 5 years from March 14, 2017 to March 13, 2022  <b>Nationality:</b> Indian  <b>Date of Birth:</b> December 11, 1990	28	1. Nandan Industries Private Limited 2. Nandan Terry Private Limited 3. Bhavana Textiles Private Limited
7.	<b>Mr. Manishkumar G. Dangi</b>  <b>Address:</b> Govindlal 41, Amranthusvila, Behind Sal College, Bhadaj, Ahmedabad – 380060, Gujarat, India.  <b>Designation:</b> Non-Executive Director  <b>Occupation:</b> Business  <b>DIN:</b> 07569728  <b>Term:</b> Not liable to retire by rotation  <b>Nationality:</b> Indian  <b>Date of Birth:</b> August 8, 1975	43	1. Beta Resources Private Limited 2. Prop Corporate Mentors Private Limited 3. Turnrest Resources Private Limited
8.	<b>Mr. Ankur M. Fofaria</b>  <b>Address:</b> Vraj Raj Apartment, Flat No. 401, 5 Collegewadi Near Kathiyawad Gymkhana, Rajkot– 360001, Gujarat, India  <b>Designation:</b> Independent Director  <b>Occupation:</b> Practicing Chartered Accountant  <b>DIN:</b> 02963276  <b>Term:</b> For a period of 5 years up to August 13, 2023  <b>Nationality:</b> Indian	41	No other directorship

Sr. No.	Name, Address, Occupation, DIN, Term Nationality and Date of birth	Age (years)	Other Directorships
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**Date of Birth:** June 13, 1977

#### 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 55 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 44 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 51 years, is an Executive Director and Chief Financial Officer 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 65 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 40 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 9, 2016.

**Ms. Pooja S. Shah**, aged 28 years, is an Independent 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.

**Mr. Manishkumar G. Dangi**, aged 43 years, is a Non-Executive Director of our Company. 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 May 30, 2018.

**Mr. Ankur M. Fofaria**, aged 41 years, is an Independent Director of our Company. He holds bachelor's degree in Commerce and Diploma in Information System Audit (DISA). He is also qualified chartered accountant from the Institute of Chartered Accountants of India. He has been associated with our Company as a Director since August 14, 2018.

#### 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, in the past ten years, 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.

#### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoter or any 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 VI – FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

<b>Particulars</b>	<b>Page No.</b>
Limited Review Consolidated Financial Results for the nine months ended on December 31, 2018	70 to 72
Limited Review Standalone Financial Results for the nine months ended on December 31, 2018	73 to 75
Audited Consolidated Financial Statements for the financial year ended March 31, 2018	76 to 104
Audited Standalone Financial Statements for the financial year ended March 31, 2018	105 to 136



**Limited Review Report on Unaudited Consolidated Financial Results of Scanpoint Geomatics Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Nine Months ended December 31, 2018**

To,  
The Board of Directors of  
**Scanpoint Geomatics Limited**

We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of M/s. Scanpoint Geomatics Limited ("the Company") having its registered office at 9, Mahakant Complex, Opp. V. S. Hospital, Ashram Road, Ahmedabad-380006, for the quarter and nine months ended December 31, 2018. This statement has been prepared by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by the ICAI and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results are not prepared in accordance with applicable India Accounting Standards (Ind AS) as per Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information





required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFO/FAC/62/2016 dated July 05, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement. This report on the Unaudited Standalone Financial Results has been issued solely in connection with preparation of the Company's quarterly financial information.

**For Jayamal Thakore & Co.  
Chartered Accountants**

**Anup Kumar Bhattacharjee**  
(Partner)  
M.No. : 082184  
FRN.: 104098W



**February 14, 2019  
Ahmedabad**

## Statement of Unaudited Financial Results (Consolidated) for the quarter and nine months ended December 31, 2018

Sr. No.	Particulars	(Rs. in Lakhs)					
		Quarter Ended			Nine months ended		Year ended
		31-12-18	30-09-18	31-12-17	31-12-18	31-12-17	31-03-18
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I.	Revenue from Operations	1020.66	821.51	326.81	2424.73	1180.71	3,194.40
II.	Other Income	8.00	46.78	8.59	97.98	35.04	61.07
III.	<b>Total Income (I + II)</b>	<b>1,028.66</b>	<b>868.29</b>	<b>335.40</b>	<b>2,522.71</b>	<b>1,215.75</b>	<b>3,255.47</b>
IV.	<b>Expenses:</b>						
	Cost of Materials Consumed	570.21	644.34	285.59	1657.80	513.59	1,625.31
	Purchases of Stock-in-Trade	-	-	-	-	-	-
	Changes in inventories of finished goods work-in-progress and	-	-	(179.99)	-	(179.99)	-
	Employee benefits expense	77.32	65.03	32.46	178.91	98.25	141.56
	Travel expense	17.97	19.26	-	44.75	-	30.94
	Finance costs	6.15	14.57	7.96	25.76	30.22	81.04
	Depreciation and amortisation expense	19.89	20.86	17.69	57.52	52.85	72.59
	Other expenses	295.78	79.63	157.05	456.89	653.36	1,180.46
	<b>Total expenses (IV)</b>	<b>987.32</b>	<b>843.69</b>	<b>320.76</b>	<b>2,421.63</b>	<b>1,168.28</b>	<b>3,131.90</b>
V.	<b>Profit before Exceptional Items and tax (III - IV)</b>	<b>41.34</b>	<b>24.60</b>	<b>14.64</b>	<b>101.08</b>	<b>47.47</b>	<b>123.57</b>
VI.	Exceptional Items	-	-	-	-	-	-
VII.	<b>Profit before Tax (V-VI)</b>	<b>41.34</b>	<b>24.60</b>	<b>14.64</b>	<b>101.08</b>	<b>47.47</b>	<b>123.57</b>
VIII.	<b>Tax expense:</b>						
	(1) Current tax	7.95	11.59	2.71	19.45	8.78	-
	(2) Deferred tax	(1.81)	(2.92)	3.21	(6.80)	5.26	6.54
	(3) MAT Credit Entitlement	(7.95)	(11.59)	(2.71)	(19.50)	(8.78)	-
IX.	<b>Profit for the period (VII-VIII)</b>	<b>43.15</b>	<b>27.52</b>	<b>11.43</b>	<b>107.88</b>	<b>42.21</b>	<b>117.03</b>
X.	<b>Other Comprehensive Income/(Expense) (Net of Tax)</b>						
	A. (i) Items that will not be reclassified to profit or loss	-	-	-	(56.23)	19.59	(6.44)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	11.25	(3.92)	1.95
	B. (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	<b>Total Other Comprehensive Income, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(44.98)</b>	<b>15.67</b>	<b>(4.49)</b>
XI.	<b>Total Comprehensive Income / (Expenses) (after Tax) (IX+X)</b>	<b>43.15</b>	<b>27.52</b>	<b>11.43</b>	<b>62.90</b>	<b>57.88</b>	<b>112.54</b>
XII.	Paid up Equity Share Capital (Face value of Rs. 2/- per share)	901.71	901.71	538.08	901.71	538.08	901.71
XIII.	<b>Earnings per equity share:</b>						
	(1) Basic	0.10	0.06	0.05	0.24	0.22	0.39
	(2) Diluted	0.10	0.06	0.05	0.24	0.22	0.39

### NOTES:

- The above results were reviewed by Audit Committee and approved & taken on record by the Board of Directors at their meeting held on February 14, 2019.
- In accordance with Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Statutory Auditors of the Company have carried out Limited Review of the above results.
- The Company operates in a single segment.
- The figures for the previous period have been regrouped / rearranged wherever necessary, to make them comparable with those of the current period.

Place: Ahmedabad  
Date: 14.02.2019



For Scanpoint Geomatics Limited

*Ramesh Sojitra*

Ramesh Sojitra  
Managing Director  
DIN: 00016149

**Registered Office**  
9, Mahakant Complex,  
Opp. V.S. Hospital, Ashram Road,  
Ahmedabad-380 006, Gujarat, India  
CIN: L22219GJ1992PLC017073

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**Limited Review Report on Unaudited Standalone Financial Results of Scanpoint Geomatics Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Nine Months ended December 31, 2018**

To,  
The Board of Directors of  
**Scanpoint Geomatics Limited**

We have reviewed the accompanying statement of Unaudited Standalone Financial Results of M/s. Scanpoint Geomatics Limited ("the Company") having its registered office at 9, Mahakant Complex, Opp. V. S. Hospital, Ashram Road, Ahmedabad-380006, for the quarter and nine months ended December 31, 2018. This statement has been prepared by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by the ICAI and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results are not prepared in accordance with applicable India Accounting Standards (Ind AS) as per Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information





required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFO/FAC/62/2016 dated July 05, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement. This report on the Unaudited Standalone Financial Results has been issued solely in connection with preparation of the Company's quarterly financial information.

**For Jayamal Thakore & Co.**  
**Chartered Accountants**

**Anup Kumar Bhattacharjee**  
**(Partner)**  
**M.No. : 082184**  
**FRN.: 104098W**



**February 14, 2019**  
**Ahmedabad**

**Statement of Unaudited Financial Results (Standalone) for the quarter and nine months ended December 31, 2018**

		(Rs. in Lakhs)					
Sr. No.	Particulars	Quarter Ended			Nine months ended		Year ended
		31-12-18	30-09-18	31-12-17	31-12-18	31-12-17	31-03-18
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I.	Revenue from Operations	1020.66	821.51	326.81	2424.73	1180.71	3,194.40
II.	Other Income	8.00	46.78	8.59	97.98	35.04	61.07
III.	<b>Total Income (I + II)</b>	<b>1,028.66</b>	<b>868.29</b>	<b>335.40</b>	<b>2,522.71</b>	<b>1,215.75</b>	<b>3,255.47</b>
IV.	<b>Expenses:</b>						
	Cost of Materials Consumed	570.21	644.34	285.59	1657.81	513.59	1,625.31
	Purchases of Stock-in-Trade	-	-	-	-	-	-
	Changes in inventories of finished goods work-in-progress and Employee benefits expense	-	-	(179.99)	-	(179.99)	-
	Travel expense	77.32	65.03	32.46	178.91	98.25	141.57
	Finance costs	17.97	19.26	-	44.75	-	30.94
	Finance costs	6.15	14.57	7.96	25.76	30.22	81.04
	Depreciation and amortisation expense	19.89	20.86	17.69	57.52	52.85	72.59
	Other expenses	295.78	79.48	156.31	456.66	652.62	1,179.28
	<b>Total expenses (IV)</b>	<b>987.32</b>	<b>843.54</b>	<b>320.02</b>	<b>2,421.41</b>	<b>1,167.54</b>	<b>3,130.73</b>
V.	<b>Profit before Exceptional Items and tax (III - IV)</b>	<b>41.34</b>	<b>24.75</b>	<b>15.38</b>	<b>101.30</b>	<b>48.21</b>	<b>124.74</b>
VI.	Exceptional Items	-	-	-	-	-	-
VII.	<b>Profit before Tax (V-VI)</b>	<b>41.34</b>	<b>24.75</b>	<b>15.38</b>	<b>101.30</b>	<b>48.21</b>	<b>124.74</b>
VIII.	<b>Tax expense:</b>						
	(1) Current tax	7.95	11.59	2.84	19.79	8.92	-
	(2) Deferred tax	(1.81)	(2.92)	3.21	(6.80)	5.26	6.54
	(3) MAT Credit Entitlement	(7.95)	(11.59)	(2.84)	(19.85)	(8.92)	-
IX.	<b>Profit for the period (VII-VIII)</b>	<b>43.15</b>	<b>27.67</b>	<b>12.17</b>	<b>108.10</b>	<b>42.95</b>	<b>118.20</b>
X.	<b>Other Comprehensive Income/(Expense) (Net of Tax)</b>						
	A. (i) Items that will not be reclassified to profit or loss	-	-	-	(56.23)	19.59	(6.44)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	11.25	(3.92)	1.95
	B. (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	<b>Total Other Comprehensive Income, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(44.98)</b>	<b>15.67</b>	<b>(4.49)</b>
XI.	<b>Total Comprehensive Income / (Expenses) (after Tax) (IX+X)</b>	<b>43.15</b>	<b>27.67</b>	<b>12.17</b>	<b>63.12</b>	<b>58.62</b>	<b>113.71</b>
XII.	Paid up Equity Share Capital (Face value of Rs. 2/- per share)	901.71	901.71	538.08	901.71	538.08	901.71
XIII.	<b>Earnings per equity share:</b>						
	(1) Basic	0.10	0.06	0.05	0.24	0.22	0.39
	(2) Diluted	0.10	0.06	0.05	0.24	0.22	0.39

**NOTES:**

- The above results were reviewed by Audit Committee and approved & taken on record by the Board of Directors at their meeting held on February 14, 2019.
- In accordance with Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Statutory Auditors of the Company have carried out Limited Review of the above results.
- The Company operates in a single segment.
- The figures for the previous period have been regrouped / rearranged wherever necessary, to make them comparable with those of the current period.

Place: Ahmedabad  
Date: 14.02.2019



For Scanpoint Geomatics Limited

Ramesh Sojitra  
Managing Director  
DIN: 00016149

**Registered Office**  
9, Mahakant Complex,  
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## **Independent Auditor's Report**

To  
The Members of  
Scanpoint Geomatics Ltd.

### **Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of **Scanpoint Geomatics Ltd.** ("hereinafter referred to as the holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") which comprising of the consolidated Balance Sheet as at 31 March 2018, the consolidated Statement of Profit and Loss (including Other Comprehensive Income) and the consolidated Cash Flow Statement and the Statement of Change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and changes in equity of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of directors of the Companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the directors of the holding company, as aforesaid.





**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. We have taken into account the provisions of the Act and rules made thereunder including 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.

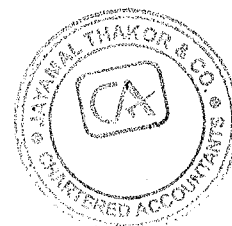
We conducted our audit of consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 consolidated Ind AS financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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, 2018, and its total consolidated comprehensive income (comprising of consolidated profit and other consolidated comprehensive income), their consolidated cash flows and the consolidated changes in equity for the year ended on that date.



## Other Matter

The comparative financial information of the company for the year ended March 31,2017 and the transaction date opening balance sheet as at April 01, 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory standalone financial statements for the years ended March 31,2017 and March -31,2016 prepared in accordance with the companies (Accounting standards) Rules,2006 (as amended) which were audited by the predecessor auditor who expressed an unmodified opinion vide reports dated May 29,2017 and May 30,2016 respectively. The adjustments to those standalone financial statements for the differences in accounting principles adopted by the company on transition to the Ind AS have been audited by us. Our report is not qualified in respect of this matter. The subsidiary company has been incorporated in FY 2017-18.

## Report on Other Legal and Regulatory Requirements

- 1) 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 Holding company and its subsidiary included in the group so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its Subsidiary included in the group, including relevant records relating to the preparation of the consolidated Ind AS financial statements.
  - d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
  - g) 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



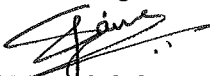
our opinion and to the best of our information and according to the explanations given to us:

- i. The group has no pending litigations as at March 31, 2018 which would impact the financial position of the company.
- ii. The group did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

**For Jayamal Thakore & Co.**

Chartered Accountants

Firm's Registration Number: 104098W



**Shivani Jain**

(Partner)

Membership number: 175094

Place: Ahmedabad

Date: 30th May, 2018



**“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Ind AS Financial Statements for the year ended March 31, 2018.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In Conjunction with our audit of the consolidated Ind As financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Scanpoint Geomatics Limited (hereinafter referred to as “the Holding Company”) Company which are companies incorporated in India, as of that date. Reporting under clause (i) of sub-section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is not applicable to the subsidiary company incorporated in India, pursuant to MCA notification GSR 583(E) dated 13<sup>th</sup> June, 2017.

## **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Holding company are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the Internal Control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Jayamal Thakore & Co.**

Chartered Accountants

Firm's registration number: 104098W



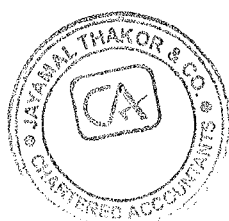
**Shivani Jain**

(Partner)

Membership number: 175094

Place: Ahmedabad

Date: 30th May, 2018



# CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Note No.	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>I. ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	1,13,16,792	1,13,13,934	2,59,09,470
Capital work-in-progress	5	9,46,89,700	1,83,15,728	-
Intangible Assets	5	5,03,40,230	5,27,86,386	5,54,34,677
Financial Assets		-	-	-
Investments	6	1,86,00,000	1,86,00,000	1,86,00,000
Loans	7	44,00,000	42,35,000	42,35,000
Other financial assets	8	6,34,46,126	6,16,70,392	48,17,195
Other non-current assets	9	93,46,715	37,64,733	21,36,025
<b>Total non-current assets</b>		<b>25,21,39,563</b>	<b>17,06,86,173</b>	<b>11,11,32,367</b>
<b>Current assets</b>				
Inventories	-	-	-	-
Financial Assets				
Trade Receivables	10	18,73,87,375	34,79,55,262	24,03,66,322
Cash and cash equivalents	11	5,61,97,228	25,34,547	23,56,256
Loans	7	18,78,973	1,75,801	5,25,800
Other financial assets	12	4,52,76,977	3,17,58,858	8,33,699
<b>Total current assets</b>		<b>29,07,40,553</b>	<b>38,24,24,468</b>	<b>24,40,82,077</b>
<b>Total Assets</b>		<b>54,28,80,116</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	13	9,01,71,398	5,38,08,000	5,38,08,000
Other Equity		33,78,71,696	6,68,22,817	6,35,45,383
<b>Total Equity</b>		<b>42,80,43,094</b>	<b>12,06,30,817</b>	<b>11,73,53,383</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
Financial liabilities	14	2,74,47,629	3,30,00,000	1,54,58,708
Other Non Current liabilities		-	-	-
Provisions	15	17,06,724	15,86,619	17,79,082
<b>Total non-current liabilities</b>		<b>2,91,54,353</b>	<b>3,45,86,619</b>	<b>1,72,37,790</b>
<b>Current Liabilities</b>				
Financial liabilities	14	21,92,988	24,68,85,740	13,79,92,709
Trade payables	16	3,48,64,268	10,60,41,728	6,24,61,303
Other financial liabilities	17	3,49,35,566	2,87,33,231	71,68,611
Other Current liabilities	18	85,51,421	1,15,57,855	1,04,77,034
Provisions	20	1,04,084	98,167	1,26,081
Deferred tax liabilities (net)	19	50,34,342	45,76,484	23,97,533
<b>Total current liabilities</b>		<b>8,56,82,669</b>	<b>39,78,93,205</b>	<b>22,06,23,271</b>
<b>Total Equity and Liabilities</b>		<b>54,28,80,116</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>

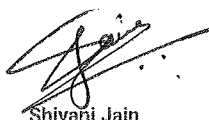
Significant accounting policies and notes to accounts 1 to 38

The accompanying notes are an integral part of the financial statements

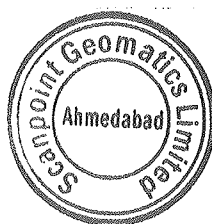
As per our report of even date


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

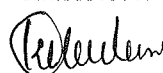
For Jayamal Thakore & Co.  
Chartered Accountants


  
Shivani Jain  
(Partner)

M. No: 175094  
Ahmedabad, May 30, 2018



  
Ramesh Sojitra  
Managing Director  
DIN:00016141

  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171  
Ahmedabad, May 30, 2018

  
Chirag Soni  
Whole Time Director  
DIN: 01684683

  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Notes	2017-2018	2016-2017
Revenue from operations	21	31,94,39,740	32,72,79,178
Other Income	22	61,07,435	27,46,347
<b>Total Income</b>		<b>32,55,47,175</b>	<b>33,00,25,525</b>
Expenses			
Cost of Materials Consumed	23	16,25,31,400	23,82,24,892
Increase in inventories of finished goods, work in progress and Stock-in-trade	24	--	--
Employee benefits expense	25	1,41,56,910	88,78,595
Finance Costs	26	81,03,929	43,45,036
Travel Expenses	27	30,94,391	13,83,964
Depreciation and amortization expense	4 & 5	72,59,459	55,82,545
Other expense	27	11,80,43,824	6,67,42,193
<b>Total Expense</b>		<b>31,31,89,913</b>	<b>32,51,57,225</b>
<b>Profit before tax</b>		<b>1,23,57,262</b>	<b>48,68,300</b>
Tax expense:			
Current tax		--	--
Deferred tax		6,53,618	19,97,233
<b>Profit for the period</b>		<b>1,17,03,644</b>	<b>28,71,067</b>
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined liability/asset		(4,48,649)	4,06,367
Equity instruments through other comprehensive income		--	--
Items that will be reclassified subsequently to profit or loss		--	--
<b>Total Comprehensive income, net of tax</b>		<b>(4,48,649)</b>	<b>4,06,367</b>
<b>Total Comprehensive income for the period</b>		<b>1,12,54,995</b>	<b>32,77,434</b>
Earning per equity share			
Equity shares of par value Rs.2 each		4,50,85,699	2,69,04,000
Basic (Rs.)		0.39	0.10
Diluted (Rs.)		0.39	0.10
Weighted average equity shares used in computing			
Earning per equity share		3,03,63,898	2,98,63,440

Significant accounting policies and notes to accounts 1 to 38

The accompanying notes are an integral part of the financial statements

As per our report of even date

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

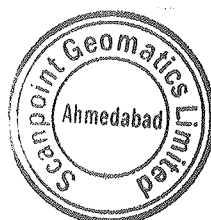
For Jayamal Thakore & Co.  
Chartered Accountants

*Shivani Jain*

Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018



*Ramesh Sojitra*  
Ramesh Sojitra  
Managing Director  
DIN:00016141

*Kanti V. Ladani*  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171  
Ahmedabad, May 30, 2018

*Chirag Soni*  
Chirag Soni  
Whole Time Director  
DIN: 01684683

*Mukesh Limbachiya*  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# Statement of Changes in Equity

FY.2016-17								
Particulars	Equity Share Capital	OTHER EQUITY						Total equity attributable to equity holders of the company
		Reserves and Surplus				Other Comprehensive Income		
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity instruments through other comprehensive income	Other items of other comprehensive income	
Balance as on April 1, 2016	5,38,08,000	-	4,58,67,834	1,65,44,664	11,63,292	-	(30,407)	11,73,53,383
Changes in the equity for the year ended March 31, 2017								
Equity instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability, net of tax effect	-	-	-	-	-	-	4,06,367	4,06,367
Profit for the period	-	-	28,71,067	-	-	-	-	28,71,067
Balance as on March 31, 2017	5,38,08,000	-	4,87,38,901	1,65,44,664	11,63,292	-	3,75,960	12,06,30,817
FY.2017-18								
Particulars	Equity Share Capital	OTHER EQUITY						Total equity attributable to equity holders of the company
		Reserves and Surplus				Other Comprehensive Income		
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity instruments through other comprehensive income	Other items of other comprehensive income	
Balance as on April 1, 2017	5,38,08,000	-	4,87,38,901	1,65,44,664	11,63,292	-	3,75,960	12,06,30,817
Changes in the equity for the year ended March 31, 2018								
Increase in share capital/ Securities Premium on account of Rights issue	3,63,63,398	26,36,34,636	-	-	-	-	-	29,99,98,034
Pre-operative issue expenses	-	(38,40,752)	-	-	-	-	-	(38,40,752)
Equity instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability, net of tax effect	-	-	-	-	-	-	(4,48,649)	(4,48,649)
Profit for the period	-	-	1,17,03,644	-	-	-	-	11,70,36,44
Balance as on March 31, 2018	9,01,71,398	25,97,93,884	6,04,42,545	1,65,44,664	11,63,292	-	(72,689)	42,80,43,094

As per our report of even date attached

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

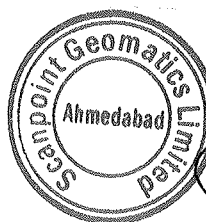
For Jayamal Thakore & Co.  
Chartered Accountants

*Shivani Jain*

Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018



Ramesh Sojitra  
Managing Director  
DIN:00016141

Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018

*Chirag Soni*  
Chirag Soni  
Whole Time Director  
DIN: 01684683

*Mukesh Limbachiya*  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768



**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2018**

(Amount in Rs.)

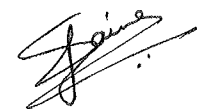
PARTICULARS	2017-18	2016-17
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before Tax	1,23,57,262	48,68,300
<b>Adjustments for:</b>		
<b>Add:</b>		
Depreciation	72,59,459	84,59,624
Interest Paid	81,03,929	43,45,036
Actuarial Gain	-	5,88,086
<b>Less:</b>		
Provisions Written back	6,44,410	28,77,079
Interest Received	37,81,917	9,94,065
Profit on sale of Asset	-	8,04,243
<b>Operating Profit/(Loss) before Working Capital Changes</b>	2,32,94,323	1,35,85,659
<b>Adjustments for:</b>		
Inventories	-	-
Trade Receivable	16,05,67,888	(10,75,88,940)
Loans	(18,68,172)	3,49,999
Other financial assets	(1,35,18,119)	(3,09,25,159)
Other non current assets	(55,81,982)	(16,28,708)
Current financial liabilities	(24,46,92,753)	10,88,93,031
Non current liabilities	(55,52,371)	1,75,41,292
Provisions	1,26,022	(2,20,377)
Trade payables	(7,11,77,460)	4,35,80,425
Other financial liabilities	62,02,335	2,15,64,620
Other current liabilities	(30,06,434)	10,80,821
<b>Cash Generated from Operation</b>	<b>(15,52,06,722)</b>	<b>6,62,32,663</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital WIP	(7,63,73,972)	(1,83,15,728)
Long Term Investments	-	-
Deposits	(17,75,734)	(5,68,53,197)
Sale of assets	-	1,35,00,000
Purchase of assets	(48,16,161)	(10,34,476)
<b>Net Cash used in Investing Activities</b>	<b>(8,29,65,867)</b>	<b>(6,27,03,401)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Recieved	37,81,917	9,94,065
Proceeds from issue of share capital (incl.securities premium)	29,61,57,282	-
<b>Less:</b>		
Interest paid	(81,03,929)	(43,45,036)
<b>Net Cash used in Financing Activities</b>	<b>29,18,35,270</b>	<b>(33,50,971)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>5,36,62,681</b>	<b>1,78,291</b>
<b>Cash and Cash Equivalent as at 31-3-2017</b>	<b>25,34,547</b>	<b>23,56,256</b>
<b>Cash and Cash Equivalent as at 31-3-2018</b>	<b>5,61,97,228</b>	<b>25,34,547</b>

**NOTES**

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 Jayamal Thakore & Co.  
Chartered Accountants



Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018





Ramesh Sojitra  
Managing Director  
DIN:00016141



Kanti V. Ladani  
Director & CFO  
DIN: 00016171

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



Chirag Soni  
Whole Time Director  
DIN: 01684683



Mukesh Limbachiya  
Company Secretary  
M NO: 45768

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

The Scanpoint Geomatics Limited is a public company incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange. The Company is engaged in the business of GIS based software development and sales. The company and its subsidiary, JyaCad Solutions Private Limited, are together referred to as the Group.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (i) Basis of Accounting:

##### a) Statement of Compliance:

The consolidated financial statements have been prepared with all material aspect with Indian Accounting Standards (Ind As) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The consolidated Financial Statements up to the year ended 31st March, 2017 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provision of the Act.

These consolidated Financial Statements are the first Financial Statements of the group under Ind As 101 – “First Time adoption of Indian Accounting Standards”. The date of transition to Ind As is 1st April, 2016. Please refer Note No 37 for an explanation of how the transition from previous GAAP to Ind As has affected the group's Financial Positions, Financial Performance and Cash Flow.

##### b) Basis of preparation:

(i) The financial statements have been prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following where the fair valuation have been carried out in accordance with the requirements of respective Ind As:

- Employee defined benefit plans – plan assets.

(ii) Current and Non Current Classification

The Operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The group has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the group's operating cycle and other criteria set out in Ind AS 1- 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

(iii) Subsidiary companies

Subsidiary companies are all entities which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated from the date on which control is obtained by the Group.

The Group combines the consolidated financial statements of parent and its subsidiary company line by adding together like items of assets, liabilities, equity, income and expenses, intercompany transaction, balances and unrealized gains on transaction between Group companies are eliminated, unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary company have been changed where necessary to ensure consistency with the adopted by the group.

Non- controlling interests in the results and equity of subsidiary companies are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidation balances sheet respectively.

#### (ii) Use of Estimates:

The preparation and presentation of financial statements are in conformity with the Ind As which required management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

#### (iii) 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.

#### (iv) Taxes on Income :

##### a) Current tax:

Current tax is determined on income for the year chargeable to tax in accordance on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. The holding company has not made any provision of minimum alternate tax.

##### b) Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. The holding company has not made deferred tax on unused losses and unused taxes. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity

**(v) Employee Benefits:**

**i. Short term employee benefits:**

Short Term benefits are recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

**ii. Post employment benefits:**

**a) Defined contribution plan:**

The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Cover employee's salary, Provision for the same is made in the year in which service are render by employee.

**b) Defined benefit plans:**

The Liability for Gratuity to employees, which is a defined benefit plan, as at Balance Sheet date determined on the basis of actuarial Valuation based on Projected Unit Credit method and the contribution thereof paid/payable is absorbed in the accounts.

The present value of the defined benefit obligations is determined by discounting the estimated future cash flows at a predetermined rate of interest, taking into account the probability of payment. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in balance sheet. Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognized immediately in profit or loss as past service cost.

**iii. Other long term employee benefits:**

Other long term employee benefits comprises of leave encashment towards un-availed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the project unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Remeasurement of leave encashment towards un-availed leave and compensated absences are recognized in the statement of profit and loss except those included in cost of assets as permitted in the period which they occur.

**(vi) Property, Plant and Equipment & Depreciation:**

**a) Property Plant and Equipment:**

All items of property, plant and equipment are stated at historical cost (net of recoverable taxes) less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The gain or loss arising on the disposal or retirement of a property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized as income or expenses in the Statement of Profit and Loss in the year or disposal.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale..

**b) Transition to Ind As:**

On transition to Ind AS, the holding company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. Please refer to note 37 for details of the same. This being first year of subsidiary company previous year figures are not available/ not applicable and so treatment on the date of transition is not applicable.

**c) Depreciation methods, estimated useful life and residual value:**

Depreciation is provided for property, plant and equipment so as to expense the cost over their estimated useful lives based on evaluation. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment has been provided on straight line method specified in Schedule II to the Companies Act, 2013.

Depreciation is calculated on pro rata basis with reference to the date of addition/disposal. The residual values are not more than 5% of the

original cost of asset.

**(vii) Intangible Assets and Amortization :**

**a) Intangible Assets:**

Intangible assets are measured on initial recognition at cost (net of recoverable taxes, if any). Subsequently, intangible assets are carried out at cost less any accumulated amortization and accumulated impairment losses, if any.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized as income or expenses in the Statement of Profit and Loss in the year or disposal.

**b) Capital work in progress:**

Capital work in progress is stated at cost, comprising direct cost, related incidental expenses and attributable borrowing cost and net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment. Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

**c) Transition to Ind As:**

On transition to Ind As, the holding company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. Please refer to note 37 for details of the same. This being first year of subsidiary company previous year figures are not available/ not applicable and so treatment on the date of transition is not applicable.

**d) Amortization methods, estimated useful life and residual value:**

Intangible assets are amortized on a straight line basis over their estimated useful lives based on underlying contracts where applicable. The useful lives of intangible assets are assessed as either finite or indefinite. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management.

**(viii) Impairment of non – financial assets**

The group reviews the carrying amount of its Property, Plant and Equipment, including Capital Work in progress of a “Cash Generating Unit” (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the Cash Generating Unit to which the asset belongs.

Recoverable Amount is determined:

- i) In case of individual asset, at higher of the fair value less cost to sell and value in use; and
- ii) In case of cash generating unit (a company of assets that generates identified, independent cash flows), at the higher of the cash generating unit's fair value less cost to sell and the value in use.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

**(ix) Foreign Currency Transactions:**

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates. Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

**(x) Cash and cash equivalents:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the cash management. The management has also considered balance in cash credit account as an internal part of cash and cash equivalents.

**(xi) Statement of Cash flows:**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the group are segregated based on the available information.

**(xii) Borrowing Cost :**

Borrowing costs include interest and amortisation of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

During the year group has capitalized borrowing cost amounting to Rs. 12,81,061/- to IGIS Software Ver. 5 WIP.

**(xiii) Earnings per Share**

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

**(xiv) Provisions, Contingent Liabilities and Contingent Assets :**

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

**(xv) Investment In Subsidiaries, Associate And Joint Venture:**

Investment in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal of proceeds and the carrying amounts are recognised in the statement of Profit and Loss.

On transition to Ind AS the company has elected to continue with the carrying value of all of its investment in subsidiaries, associate and joint ventures recognised as at April 1, 2016 measured as per the IGAAP and user that carrying value as the deemed cost, except for an investment in subsidiary, for which fair value at a transition date is considered at the deemed cost.

**(xvi) Financial Instruments :**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**1. Financial Assets:**

**i. Initial recognition and measurement:**

At initial recognition, the Company measures a financial asset (which is not measured at fair value) through profit or loss at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset.

**ii. Subsequent measurement:**

For purposes of subsequent measurement, financial assets are classified in following categories:

- i) Financial assets measured at amortised cost;
- ii) Financial assets at fair value through profit or loss (FVTPL) and
- iii) Financial assets at fair value through other comprehensive income (FVOCI)

The Company classifies its financial assets in the above mentioned categories based on:

- a) The Company's business model for managing the financial assets, and
- b) The contractual cash flows characteristics of the financial asset.

**i) Financial assets measured at amortised cost :**

A financial asset is measured at amortised cost if both of the following conditions are met:

- a) A financial asset is measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the Contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- b) Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

**ii) Financial assets at fair value through profit or loss (FVTPL):**

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

**iii) Financial assets at fair value through other comprehensive income (FVOCI):**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by collecting both contractual cash flows that gives rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income. In addition, The Company may elect to designate a financial asset, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch')

Trade receivables, Advances, Security Deposits, Cash and Cash Equivalents etc. are classified for measurement at amortised cost.

**iii. Derecognition:**

The group derecognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the assets's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

**iv. Impairment of financial assets:**

The company assesses at each date of statement of financial position whether a financial assets or group of financial assets is impaired. In accordance of Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss.

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. As a practical expedient, the company uses a provision matrix to determine impairment loss on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivables. ECL impairment loss allowances (or reversal) recognized during the period is recognized as an expense / income respectively in the

statement of profit and loss. Provision for ECL is presented as deduction from carrying amount of trade receivables.

For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12 month ECL.

## **2. Financial Liabilities:**

### **i. Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and subsequently carried at amortised cost using the effective interest method. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

### **ii. Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

i) Financial liabilities measured at amortised cost.

ii) Financial liabilities at fair value through profit or loss.

i) Financial liabilities measured at amortised cost :

Subsequently, all financial liabilities are measured at amortised cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

ii) Financial assets at fair value through profit or loss (FVTPL):

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to Profit and Loss Account. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

iii.) Derecognition:

Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged or cancelled or expiry. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### **(xvii) Off-setting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **(xviii) Rounding of amounts:**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

### **(xix) Dividend:**

The group recognizes a liability for dividends to equity holders of the Company when the dividend is authorized and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, dividend is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

### **(xx) CENVAT, Service Tax, Vat & GST:**

CENVAT /Service Tax/ VAT/GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and CENVAT /Service Tax/ VAT/GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The CENVAT/GST credits so taken are utilized for payment of excise duty/GST on sales. The unutilized CENVAT/GST credit is carried forward in the books. The VAT/Service tax/GST credits so taken are utilized for payment of tax on goods sold. The unutilized Service tax/GST credit is carried forward in the books.

## **3. CRITICAL ESTIMATES AND JUDGEMENTS**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year is included in the following notes.

- Useful lives of property, plant and equipment
- Defined benefit plan
- Impairment loss on investments carried at cost
- Estimation of provisions and contingent liabilities

NOTE 4 PROPERTY PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>Year Ended March 31, 2017</b>								
Gross Carrying amount								
Deemed cost as at April 1, 2016	13,40,578	1,66,74,338	48,21,224	11,94,843	3,70,430	6,38,783	8,69,273	2,59,09,469
Additions		5,80,000				4,54,476		10,34,476
Disposals		1,26,95,757						1,26,95,757
<b>Closing Gross Carrying Amount</b>	<b>13,40,578</b>	<b>45,58,581</b>	<b>48,21,224</b>	<b>11,94,843</b>	<b>3,70,430</b>	<b>10,93,259</b>	<b>8,69,273</b>	<b>1,42,48,188</b>
Accumulated Depreciation								
Depreciated during the year	74,458	12,70,859	7,90,163	2,22,261	1,13,916	3,53,570	1,09,027	29,34,254
<b>Closing Accumulated Depreciation</b>	<b>74,458</b>	<b>12,70,859</b>	<b>7,90,163</b>	<b>2,22,261</b>	<b>1,13,916</b>	<b>3,53,570</b>	<b>1,09,027</b>	<b>29,34,254</b>
<b>Net carrying amount</b>	<b>12,66,120</b>	<b>32,87,722</b>	<b>40,31,061</b>	<b>9,72,582</b>	<b>2,56,514</b>	<b>7,39,689</b>	<b>7,60,246</b>	<b>1,13,13,934</b>

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>Year Ended March 31, 2018</b>								
Gross Carrying amount	13,40,578	45,58,581	48,21,224	11,94,843	3,70,430	10,93,259	8,69,273	1,42,48,188
Additions		1,23,478			5,96,272	9,94,562	14,000	17,28,312
Disposals								0
<b>Closing Gross Carrying Amount</b>	<b>13,40,578</b>	<b>46,82,059</b>	<b>48,21,224</b>	<b>11,94,843</b>	<b>9,66,702</b>	<b>20,87,821</b>	<b>8,83,273</b>	<b>1,59,76,500</b>
Accumulated Depreciation	74,458	12,70,859	7,90,163	2,22,261	1,13,916	3,53,570	1,09,027	29,34,254
Depreciated during the year	75,359	3,49,244	6,42,821	1,91,126	82,589	2,87,839	96,476	17,25,454
Disposals								
<b>Closing Accumulated Depreciation</b>	<b>1,49,817</b>	<b>16,20,103</b>	<b>14,32,984</b>	<b>4,13,387</b>	<b>1,96,505</b>	<b>6,41,409</b>	<b>2,05,503</b>	<b>46,59,708</b>
<b>Net carrying amount</b>	<b>11,90,761</b>	<b>30,61,956</b>	<b>33,88,240</b>	<b>7,81,456</b>	<b>7,70,197</b>	<b>14,46,412</b>	<b>6,77,770</b>	<b>1,13,16,792</b>

Bifergation of closing net carrying value of property, plant and equipment as at April 01, 2016

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>As at April 01, 2016</b>								
Gross Carrying amount	25,81,482	2,20,90,191	65,78,617	16,70,782	5,86,649	41,99,091	9,91,544	3,86,98,356
Less: Accumulated Depreciation	12,40,904	54,15,853	17,57,393	4,75,939	2,16,219	35,60,308	1,22,271	1,27,88,887
<b>Closing Gross Carrying Amount</b>	<b>13,40,578</b>	<b>1,66,74,338</b>	<b>48,21,224</b>	<b>11,94,843</b>	<b>3,70,430</b>	<b>6,38,783</b>	<b>8,69,273</b>	<b>2,59,09,469</b>

NOTE 5 INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in ₹)

Particulars	IGIS Software Ver. 2.0	Software	Intangible Assets Under Development	Total
<b>Year Ended March 31, 2017</b>				
Gross Carrying amount				
Deemed cost as at April 1, 2016	5,54,34,677	0	0	5,54,34,677
Additions		0	1,83,15,728	1,83,15,728
Disposals	0	0	0	0
<b>Closing Gross Carrying Amount</b>	<b>5,54,34,677</b>	<b>0</b>	<b>1,83,15,728</b>	<b>7,37,50,405</b>
Accumulated Depreciation				
Depreciated during the year	55,25,370	0	0	55,25,370
Depreciation Adjustment	28,77,079	0	0	28,77,079
<b>Closing Accumulated Depreciation</b>	<b>26,48,291</b>	<b>0</b>	<b>0</b>	<b>26,48,291</b>
<b>Net carrying amount</b>	<b>5,27,86,386</b>	<b>0</b>	<b>1,83,15,728</b>	<b>7,11,02,114</b>
<b>Year Ended March 31, 2018</b>				
Gross Carrying amount	5,54,34,677	0	1,83,15,728	7,37,50,405
Additions		30,87,849	7,63,73,972	7,94,61,821
Disposals				0
<b>Closing Gross Carrying Amount</b>	<b>5,54,34,677</b>	<b>30,87,849</b>	<b>9,46,89,700</b>	<b>15,32,12,226</b>
Accumulated Depreciation	26,48,291	0	0	26,48,291
Depreciated during the year	55,25,260	8,745	0	55,34,005
Disposals	0	0	0	0
<b>Closing Accumulated Depreciation</b>	<b>81,73,551</b>	<b>8,745</b>	<b>0</b>	<b>81,82,296</b>
<b>Net carrying amount</b>	<b>4,72,61,126</b>	<b>30,79,104</b>	<b>9,46,89,700</b>	<b>14,50,29,930</b>

Bifergation of closing net carrying value of as at April 01, 2016

Particulars	IGIS Software Ver. 2.0
<b>As at April 01, 2016</b>	
Gross Carrying amount	6,11,80,991
Less: Accumulated Depreciation	57,46,314
<b>Closing Gross Carrying Amount</b>	<b>5,54,34,677</b>



(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE 6</b>			
<b>Financial Assets</b>			
<b>Investments</b>			
<b>Non-current investment</b>			
Unquoted			
Investment carried at cost			
Shreejikrupa Buildcon Ltd			
310000 Equity Shares	1,86,00,000	1,86,00,000	1,86,00,000
<b>Total Investment</b>	<b>1,86,00,000</b>	<b>1,86,00,000</b>	<b>1,86,00,000</b>
Aggregate amount of unquoted investments	1,86,00,000	1,86,00,000	1,86,00,000
Investment carried at cost	1,86,00,000	1,86,00,000	1,86,00,000
<b>NOTE 7</b>			
<b>LOANS</b>			
<b>Non-current</b>			
<b>Unsecured, Considered Good:</b>			
Other loans	44,00,000	42,35,000	42,35,000
	<b>44,00,000</b>	<b>42,35,000</b>	<b>42,35,000</b>
<b>Current</b>			
<b>Unsecured, Considered Good:</b>			
Loan to employees	19,501	29,001	4,00,000
Intercompany Loan	16,74,995	-	-
Other loans	1,84,477	1,46,800	1,25,800
	<b>18,78,973</b>	<b>1,75,801</b>	<b>5,25,800</b>
<b>TOTAL</b>	<b>62,78,973</b>	<b>44,10,801</b>	<b>47,60,800</b>
<b>NOTE 8</b>			
<b>Other Financial Assets</b>			
<b>Non-current</b>			
Security Deposits*	35,01,356	40,60,966	22,21,466
Rental Deposits*	10,31,700	10,31,700	10,07,100
<b>Bank Balances</b>			
With original maturity more than 12 months	5,89,13,070	5,65,77,726	15,88,629
	<b>6,34,46,126</b>	<b>6,16,70,392</b>	<b>48,17,195</b>
<b>Current</b>			
Security Deposits*	17,27,080	-	-
Rental Deposits*	50,000	-	-
Unbilled Revenue*	4,31,86,611	3,17,58,858	-
Share Application Money Receivable	3,13,286	-	-
Advance to Suppliers*	-	-	8,33,699
*Financial assets carried at amortised cost			
	<b>4,52,76,977</b>	<b>3,17,58,858</b>	<b>8,33,699</b>
<b>TOTAL</b>	<b>10,87,23,103</b>	<b>9,34,29,250</b>	<b>56,50,894</b>
<b>NOTE 09</b>			
<b>Other Assets</b>			
<b>Non-current</b>			
<b>Others</b>			
Prepaid Expenses	6,00,465	21,77,780	1,18,107
Balance with Government Authorities	87,46,250	15,86,953	20,17,918
<b>TOTAL</b>	<b>93,46,715</b>	<b>37,64,733</b>	<b>21,36,025</b>

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE 10</b>			
<b>TRADE RECEIVABLES</b>			
<b>Unsecured considered good</b>			
<b>Outstanding for more than six months</b>			
Good (Net of Debit and Credit Balances)	9,46,65,958	17,85,43,241	14,83,75,280
Doubtful	-	-	-
<b>Others</b>			
Good (Net of Debit and Credit Balances)	9,27,21,417	16,08,58,514	8,34,37,535
Doubtful	-	-	-
<b>*Amount Due from related party</b> (Scanpress Limited)		85,53,507	85,53,507
<b>TOTAL</b>	<b>18,73,87,375</b>	<b>34,79,55,262</b>	<b>24,03,66,322</b>
<b>NOTE 11</b>			
<b>Cash and Cash Equivalents</b>			
<b>Cash on Hand</b>	<b>14,06,103</b>	<b>1,30,941</b>	<b>15,38,308</b>
<b>Balance with Banks</b>			
-In Current Accounts	45,67,882	4,50,839	8,17,948
-In CC Account	4,96,18,740	-	-
With original maturity more than 3 months but less than 12 months	6,04,503	19,52,767	-
<b>TOTAL</b>	<b>5,61,97,228</b>	<b>25,34,547</b>	<b>23,56,256</b>
<b>NOTE 12</b>			
<b>Other Financial Assets</b>			
<b>Non-current</b>			
Security Deposits*	35,01,356	40,60,966	22,21,466
Rental Deposits*	10,31,700	10,31,700	10,07,100
<b>Bank Balances</b>			
With original maturity more than 12 months	5,89,13,070	5,65,77,726	15,88,629
	<b>6,34,46,126</b>	<b>6,16,70,392</b>	<b>48,17,195</b>
<b>Current</b>			
Security Deposits*	17,27,080	-	-
Rental Deposits*	50,000	-	-
Unbilled Revenue*	4,31,86,611	3,17,58,858	-
Share Application Money Receivable	3,13,286	-	-
Advance to Suppliers*	-	-	8,33,699
<b>*Financial assets carried at amortised cost</b>			
	4,52,76,977	3,17,58,858	8,33,699
<b>TOTAL</b>	<b>10,87,23,103</b>	<b>9,34,29,250</b>	<b>56,50,894</b>
<b>NOTE 13</b>			
<b>SHARE CAPITAL</b>			
<b>-Authorised</b>			
65000000 Equity Shares of Rs. 2/- each	13,00,00,000	13,00,00,000	13,00,00,000
<b>-Issued, Subscribed and Paid up</b>			
* 45085699 Equity Shares of Rs.2/- each fully paid-up.	9,01,71,398	5,38,08,000	5,38,08,000
<b>TOTAL</b>	<b>9,01,71,398</b>	<b>5,38,08,000</b>	<b>5,38,08,000</b>

(Amount in ₹)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
- Reconciliation of Shares:	Number	Amt (₹)	Number	Amt (₹)	Number	Amt (₹)
Shares Outstanding at the beginning of the year	26904000	5,38,08,000	26904000	5,38,08,000	2,69,04,000	5,38,08,000
Add: Shares issued During the year	-	-	-	-	-	-
Add: Rights/Bonus Shares Issued	18181699	3,63,63,398	-	-	-	-
Total	45085699	9,01,71,398	26904000	5,38,08,000	26904000	5,38,08,000
Less: Buy back of Shares	-	-	-	-	-	-
Less Reduction in Capital	-	-	-	-	-	-
Shares Outstanding at the end of the year	45085699	9,01,71,398	2,69,04,000	5,38,08,000	2,69,04,000	5,38,08,000

**Terms and rights attached to equity shares**

The company has only one class of equity shares having the par value of ₹ 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	% of Holding	Number of shares held	% of Holding
Karnavati Infrastructure Projects Ltd.	13398218	29.71%	7159700	26.61%
Theeta Trading LLP	3034242	6.73%	-	-
Rajesh Chandubhai Thakkar	3000000	6.65%	3000000	11.15%

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE 14</b>			
<b>Financial Liabilities</b>			
<b>Long Term Borrowings</b>			
<b>Intercompany Deposits</b>			
From others	2,74,47,629	3,30,00,000	1,54,58,708
	2,74,47,629	3,30,00,000	1,54,58,708
<b>Short Term Borrowings</b>			
<b>Secured</b>			
Working Capital Loans repayable on demand from banks	-	3,88,84,407	2,02,43,664
<b>Unsecured</b>			
<b>Loans and advances from Related Parties</b>			
From Directors	11,08,898	4,44,37,350	4,86,76,266
From Shareholders	-	74,12,000	-
<b>Intercompany Deposits</b>			
From Related Parties	10,84,090	15,61,51,983	6,90,72,779
	21,92,988	24,68,85,740	13,79,92,709
<b>TOTAL</b>	2,96,40,617	27,98,85,740	15,34,51,417

**(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 didn't carry any interest and is in the course of business.

**NOTE 15****Provisions****Long Term****Provision for Employee Benefits**

Gratuity	15,28,265	14,23,577	17,03,906
Leave Encashment	1,78,459	1,63,042	75,176
	17,06,724	15,86,619	17,79,082

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>Short Term</b>			
<b>Provision for Employee Benefits</b>			
Gratuity	87,738	83,908	1,18,656
Leave Encashment	16,346	14,259	7,425
	<b>1,04,084</b>	<b>98,167</b>	<b>1,26,081</b>
<b>TOTAL</b>	<b>18,10,808</b>	<b>16,84,786</b>	<b>19,05,163</b>
<b>NOTE 16</b>			
Trade Payables	3,48,64,268	10,60,41,728	6,24,61,303
<b>TOTAL</b>	<b>3,48,64,268</b>	<b>10,60,41,728</b>	<b>6,24,61,303</b>
<b>NOTE 17</b>			
<b>Other Financial Liabilities</b>			
<b>Current</b>			
Employee Benefits payable	41,35,001	68,72,628	28,23,876
Provision for Expenses	3,06,56,923	2,15,75,535	36,50,000
Advance from customers	-	2,85,068	2,85,068
Other payables	1,43,642	-	-
<b>Current maturities of long term borrowings</b>			
<b>Secured:</b>			
<b>Term Loan</b>			
<b>From Banks</b>			
Secured by way of Hypothecation of Innova Car	-	-	4,09,667
<b>Terms and conditions of the above financial liabilities:</b>			
- Other payables include fees payable which are normally settled on quarterly basis			
- Employee benefits payables are normally settled on monthly basis			
- Provision for expenses are settled as and when invoices are received by the company			
<b>TOTAL</b>	<b>3,49,35,566</b>	<b>2,87,33,231</b>	<b>71,68,611</b>
<b>NOTE 18</b>			
<b>Other Liabilities</b>			
<b>Current</b>			
Provident Fund	32,433	-	-
Statutory Dues	85,18,988	1,15,57,855	1,04,77,034
	<b>85,51,421</b>	<b>1,15,57,855</b>	<b>1,04,77,034</b>
<b>NOTE 19</b>			
<b>Income Taxes</b>			
<b>Deferred Income Tax Liability</b>			
Intangible Assets	58,26,301	55,45,732	27,75,629
Employee Benefits	4,98,878	5,20,599	5,88,695
Deferred Expenditures	11,494	-	-
Other Equity	(27,641)	1,68,120	9,76,245
	<b>63,09,032</b>	<b>62,34,451</b>	<b>43,40,569</b>
<b>Deferred Income Tax Assets</b>			
Property, plant and equipment	12,74,690	16,57,967	19,43,036
<b>Deferred Income Tax Liabilities after set off</b>	<b>50,34,342</b>	<b>45,76,484</b>	<b>23,97,533</b>
<b>NOTE 20</b>			
<b>Provisions</b>			
<b>Long Term</b>			

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>Provision for Employee Benefits</b>			
Gratuity	15,28,265	14,23,577	17,03,906
Leave Encashment	1,78,459	1,63,042	75,176
	<b>17,06,724</b>	<b>15,86,619</b>	<b>17,79,082</b>
<b>Short Term</b>			
<b>Provision for Employee Benefits</b>			
Gratuity	87,738	83,908	1,18,656
Leave Encashment	16,346	14,259	7,425
	<b>1,04,084</b>	<b>98,167</b>	<b>1,26,081</b>
<b>TOTAL</b>	<b>18,10,808</b>	<b>16,84,786</b>	<b>19,05,163</b>

(Amount in ₹)

Particulars	2017-18	2016-17
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## NOTE 21

**REVENUE FROM OPERATIONS****Indigenous Sales**

Sales of Products	19,04,97,639	24,97,11,660
Services Sales	12,89,42,101	7,75,67,518
<b>TOTAL</b>	<b>31,94,39,740</b>	<b>32,72,79,178</b>

## NOTE 22

**OTHER INCOME**

Interest On Fixed Deposit	37,81,917	9,94,065
Foreign Exchange Fluctuation	19,46,138	-
Creditors Written Back	2,88,217	8,26,338
Excess Gratuity/Leave Provision Written Back	-	-
Profit on Sale of Assets	-	8,04,243
Other non-operating income	91,163	1,21,701
<b>TOTAL</b>	<b>61,07,435</b>	<b>27,46,347</b>

## NOTE 23

**COST OF RAW MATERIAL CONSUMED****Raw Materials' Consumption**

Inventory at the beginning of the year	-	-
Add: Purchases during the year	16,25,31,400	23,82,24,892
Less : Inventory at the beginning end of the year	-	-
<b>Cost of Raw material consumed</b>	<b>16,25,31,400</b>	<b>23,82,24,892</b>

## NOTE 24

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

Project Work in process	-	-
<b>Change in inventories of WIP</b>	<b>-</b>	<b>-</b>

## NOTE 25

**EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc.	1,29,83,115	79,43,493
Contribution to P.F, E.S.I and Other Statutory Funds	1,79,301	40,110
Workmen and Staff Welfare Expenses	5,30,977	3,72,284
Leave Encase Allowance	83,484	1,40,846
Provision of Gratuity	3,80,033	3,81,862
<b>TOTAL</b>	<b>1,41,56,910</b>	<b>88,78,595</b>

(Amount in ₹)

Particulars	2017-18	2016-17
<b>NOTE 26</b>		
<b>FINANCE COSTS</b>		
<b>Interest Expense</b>		
Interest on Working Capital Loan	34,43,526	22,16,285
Interest on Car Loan	-	13,733
<b>Other Borrowing Costs</b>		
Interest to others	46,60,403	21,15,018
<b>TOTAL</b>	<b>81,03,929</b>	<b>43,45,036</b>

Particulars	2017-18	2016-17
<b>NOTE 27</b>		
<b>OTHER EXPENSES</b>		
Survey Expenses	10,06,16,330	5,69,14,897
Store and Spares	1,60,453	86,238
Repairs To - Building	2,16,095	-
- Machinery	1,67,293	99,360
- Others	2,13,916	5,97,304
Electricity	5,11,289	3,75,723
Insurance	71,846	36,497
Audit Fees	4,60,000	4,63,800
Legal and Professional Fees	21,00,042	10,99,166
General Charges	-	1,85,107
Printing, Stationery, Postage and Telephone Expenses	5,65,900	4,56,463
Travelling and Conveyance Expenses	30,94,391	13,83,964
Foreign Travel exp.	-	1,40,762
Rent, Rates and Taxes	23,98,709	18,23,389
Advertisement & Business Promotion Expenses	7,31,628	64,910
Computer & Software Expenses	4,96,314	1,29,822
Seminar and Exhibition Expenses	4,00,000	3,32,050
Membership Association Fees	-	2,63,697
Office Expenses	72,331	63,379
Listing Fees	3,28,411	2,71,000
Staff Recruitment Exp.	1,32,879	1,46,910
Interest and Penalty Expenses	8,68,443	6,84,561
Brokerage & Commi.	15,000	25,000
Bank Chages	1,68,906	2,75,080
Bank Guarantee Charges	10,61,807	5,54,560
ISRO Royalty	2,73,381	-
Other Expenses	11,73,793	-
Bad Debts	28,22,875	-
Tender Form Fee	32,175	63,896
Website Design Chages	38,258	2,19,922
Swachh Bharat Cess	1,52,852	2,02,481
Foreign Exchange Fluctuation	17,92,898	14,40,263
<b>TOTAL</b>	<b>12,11,38,215</b>	<b>6,81,26,157</b>

**28. Segment reporting:**

The group is engaged in the business of providing Information Technology Software services and GIS products. The group is therefore one business segment only as stated.

**29. 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 group 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..

30. In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated.

31. On periodical basis and as and when required, the group reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2017-18 (Previous Year Rs. Nil)

## 32. Defined Benefit Plans

### 32.1 Risk exposure to defined benefit plans

The plans typically expose the group to actuarial risks such as: investment risk, longevity risk and salary risk

Investment risk the present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Indian government securities; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk a decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investment.

Longevity risk the present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk the present value of the defined benefit plan liability is calculated reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the defined benefit obligation were carried out at March 31, 2018. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

### 32.2 Summary of Demographic Assumption

Particulars	Valuation Date	
	31/03/2017	31/03/2018
Mortality Rate (as % of IALM(2006-08) (Mod.) Ult. Mortality	100.00%	100.00%
Disability Rate (as % of above mortality rate)	0.00%	0.00%
Attrition Rate	2.0% to 10.0%	2.0% to 10.0%
Normal retirement age	58 years	58 years
Leave Encashment Rate during employment	1.00%	1.00%
Leave Availment Rate	1.00%	1.00%

### 32.3 Expenses recognized for defined benefit plan and movement of plan assets and liabilities (Gratuity)

Following is the amount recognized in Statement of Profit and Loss, Other Comprehensive Income, movement in defined benefit liability (i.e. gratuity) and movement in plan assets

(Amount in ₹)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A. Components of expenses recognised in the statement of profit and Loss Account</b>		
Current service cost	293,396	250,982
Past service cost and (gain) loss from settlements		
Net interest expenses	86,638	130,880
<b>Total (a) (refer note 25)</b>	<b>380,033</b>	<b>381,862</b>
<b>B. Components of defined benefit cost recognised in other comprehensive income</b>		
Remeasurement on the net defined benefit liability:		
- Return on plan assets (excluding amounts included in net interest expense)	-	-
- Actuarial gains and losses arising from changes in financial assumptions	-	-
- Actuarial gains and losses arising from experience adjustments	420,524	(541,939)
- Actuarial gains and losses arising from demographic adjustments	12,593	-
<b>Total (b)</b>	<b>433,118</b>	<b>(541,939)</b>
<b>C. Movements in the present value of the defined benefit obligation</b>		
- opening defined benefit obligation	1,507,485	1,822,562
- current service cost	293,396	250,982
- interest expenses	86,638	130,880
- Remeasurement (gains)/loss:	12,593	-
- Actuarial gains and losses arising from changes in financial demographic assumptions	-	-
- Actuarial gains and losses arising from changes in financial assumptions	420,524	(541,939)
- Actuarial gains and losses arising from changes in experience assumptions	(704,633)	(155,000)
Liabilities assumed for employee transferred from other entity benefits paid		
<b>Closing defined benefit obligation (C)</b>	<b>1,616,003</b>	<b>1,507,485</b>

<b>(D) Movements in the fair value of the plan assets</b>		
- Opening fair value of plan assets	-	-
- Interest income	-	-
- Remeasurement (gains)/loss:	-	-
- Return on plan assets (excluding interest income)	-	-
- Contribution by employer	704,633	155,000
- Asset transferred in for employee transferred from other entity benefits paid	(704,633)	(155,000)
<b>Closing fair value of plan assets(d)</b>	-	-

33. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

#### 34. Financial Instruments and Risk Management

##### Risk Management Framework

The group's risk management is governed by policies and approved by the board of directors. Group identifies, evaluates and hedges financial risks in close co-operation with the group's operating units. The group has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The audit committee oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

##### 34.1 Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The group maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

On account of the adoption of Ind AS 109, the group uses ECL model to assess the impairment loss or gain. The group uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the group's experience for customers.

The group reviews trade receivables on periodic basis and charges to profit and loss account when management feels the amount will not be receivable in future. The group also calculates the expected credit loss (ECL) for non-collection of receivables.

##### 34.2 Liquid Risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.

##### Exposure to Liquid Risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31.03.2018	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
<b>Financial Liabilities</b>						
Non Current Borrowings	2,74,47,629	Nil	Nil	2,74,47,629	Nil	2,74,47,629
Current Borrowings	21,92,988	11,92,988	10,00,000	Nil	Nil	21,92,988
Trade Payables	3,48,64,268	3,48,64,268	Nil	Nil	Nil	3,48,64,268
Current financial liabilities	3,49,35,566	3,49,35,566	Nil	Nil	Nil	3,49,35,566
<b>Total</b>	<b>9,94,40,451</b>	<b>7,09,92,822</b>	<b>10,00,000</b>	<b>2,74,47,629</b>	<b>-</b>	<b>9,94,40,451</b>

31.03.2017	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
<b>Financial Liabilities</b>						
Non Current Borrowings	3,30,00,000	55,52,371	Nil	2,74,47,629	Nil	3,30,00,000
Current Borrowings	24,68,85,740	24,58,85,740	10,00,000	Nil	Nil	24,68,85,740
Trade Payables	10,60,41,728	9,94,23,768	66,17,960	Nil	Nil	10,60,41,728
Current financial liabilities	2,87,33,231	2,87,33,231	Nil	Nil	Nil	2,87,33,231
<b>Total</b>	<b>41,46,60,699</b>	<b>37,95,95,110</b>	<b>76,17,960</b>	<b>2,74,47,629</b>	<b>Nil</b>	<b>41,46,60,699</b>



01.04.2016	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
<b>Financial Liabilities</b>						
Non Current Borrowings	1,54,58,708	Nil	1,54,58,708	-	Nil	1,54,58,708
Current Borrowings	13,79,92,709	Nil	13,69,92,709	10,00,000	Nil	13,79,92,709
Trade Payables	6,24,61,303	6,24,61,303	Nil	Nil	Nil	6,24,61,303
Current financial liabilities	71,68,611	71,68,611	Nil	Nil	Nil	71,68,611
<b>Total</b>	<b>22,30,81,331</b>	<b>6,96,29,914</b>	<b>15,24,51,417</b>	<b>10,00,000</b>	<b>Nil</b>	<b>22,30,81,331</b>

### 34.3 Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises three types of risks:

#### a) Currency Risk

The functional currency of the group is Indian Rupee. The group is exposed to currency risk on account of receivables in foreign currency. The group is exposed to currency risk on account of receivables in foreign currency.

##### I) Particulars of unhedged foreign currency exposures at the reporting date

Particulars	Currency	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
Trade Receivables	USD	9,99,095	9,99,095	10,25,795
	INR	6,49,82,749	6,47,76,835	6,79,89,679
Trade Payables	USD	4,55	0	0
	INR	29,573	0	0
Net Statement of Financial Exposure	USD	9,98,640	9,99,095	10,25,795
	INR	6,49,53,176	6,47,76,835	6,79,89,679

##### II) Foreign Currency Risk Sensitivity

A change of 3% in foreign currency would have following Impact on profit before tax.

Particulars	2017-18		2016-17	
	3% Decrease	3% Decrease	3% Decrease	3% Decrease
INR	19,48,595	(19,48,595)	19,43,305	(19,43,305)
Total	19,48,595	(19,48,595)	19,43,305	(19,43,305)

#### b) Price Risk

As of 31st March 2018, the group has nil exposure on security price risks.

### 34.4 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or group's assumptions about pricing by market participants.

Measured at Amortized Cost	As at March 31,2018	As at March 31,2017	As at April 1, 2016
<b>Financial Assets</b>			
Trade Receivables	18,73,87,375	34,79,55,262	24,03,66,322
Cash and Cash Equivalents	5,61,97,228	25,34,547	23,56,256
Other Financial Assets			
Non Current	6,34,46,126	6,16,70,392	48,17,195
Current	4,52,76,977	3,17,58,858	8,33,699
<b>Total Financial Assets</b>	<b>35,23,07,706</b>	<b>44,39,19,059</b>	<b>24,83,73,472</b>
<b>Financial Liabilities</b>			
Borrowings			
Non Current	2,74,47,629	3,30,00,000	1,54,58,708
Current	21,92,988	24,68,85,740	13,79,92,709

Other Financial Liabilities			
Current	3,49,35,566	2,87,33,231	71,68,611
Trade Payables	34864268	106041728	6,24,61,303
<b>Total Financial Liabilities</b>	<b>99440451</b>	<b>41,46,60,699</b>	<b>22,30,81,331</b>

The carrying amount of cash and cash equivalents, trade receivables, trade payables considered to be the same as their values due to their short term nature.

### 35. Related Party Transactions

Following are the name and relationship of related parties with which company have transactions/balances:

#### Associate/Subsidiary/Related Company/Enterprise/Firms:

- Karnavati Infrastructure Projects Ltd
- Scanpress Ltd
- Diyatec Pvt Ltd
- Prop Corporate Mentors Pvt Ltd
- Turnes Resources Pvt Ltd

#### Key Management Personnel along with their relatives having significant influence:

##### a. Key Management Personnel

- Ramesh Sojitra
- Chirag Soni
- Kanti Ladani

##### b. Relatives of KMP

- Minal Soni
- Vishwas Sojitra
- Leelavanti Sojitra

#### 35.1 Disclosures in respect of significant transactions with related parties during the year:

Transactions	Year Ended March 31,2018	Year Ended March 31,2017
<b>Remuneration</b>		
Ramesh K Sojitra	24,00,000	24,00,000
Chirag Soni	18,00,000	18,00,000
Vishwas R Sojitra	3,90,000	0
<b>Professional Fees</b>		
Minal Soni	9,00,000	900,000
Diya Tech Pvt Ltd	9,00,000	700,000
Kanti Ladani	4,14,497	0
<b>Receipt of Loan</b>		
Turnes Resources Pvt Ltd	63,50,000	0
<b>Repayment of Loan</b>		
Turnes Resources Pvt Ltd	63,50,000	0
<b>Disclosure of closing balance</b>		
<b>Amount Due to</b>		
Kantilal V Ladani	10,00,000	10,00,000
Karnavati Infrastructure Projects Ltd	0	14,68,98,182
Prop Corporate Mentors Pvt. Ltd.	1,084,090	8,652,893
Leelavanti Sojitra	0	7,412,000
Ramesh K Sojitra	108,797	43,437,350
<b>Amount Due to</b>		
Karnavati Infrastructure Projects Ltd	1,674,995	0
<b>Trade Receivables</b>		
Scanpress Ltd	0	8,553,507
<b>Trade Payables</b>		
Diyatec Pvt Ltd	8,14,000	8,14,000
Kantilal V Ladani	143,643	2,88,139

### 36. Details of the Subsidiary

Details of the subsidy at the end of the reporting period are as follows:

Name of Subsidiary	Place of incorporation and Operation	Proportion of ownership interest and voting right held by Scanpoint Geomatics Ltd
JyaCad Solutions Private Limited	India	99.9%

### 37. First time adoption of IND-AS

These are the group's first separate financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the date of transition). In preparing its opening Ind AS balance sheet, the group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 and other relevant provisions of the Act (previous GAAP or Indian GAAP).

This being first year of subsidiary company previous year figures are not available/not applicable and so treatment on the date of transition is not applicable.

An explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows are set out in the following tables and notes:

#### 37.1 Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemption and mandatory exemption applied in the transition from Previous GAAP to Ind AS.

##### 37.1.1 Optional exemptions availed

###### Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment, Intangible assets and investment properties as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities.

Accordingly, the company has elected to measure all of its property, plant and equipment, Intangible assets and investment properties at their previous GAAP carrying value.

###### Investment in subsidiaries, joint controlled entities and associates

Ind AS 101 permits a first-time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind 27, or Deemed cost. The deemed cost of such investment shall be its fair value at date of transition to Ind AS of the Company, or previous GAAP carrying amount to the date. The Company has elected to measure its investment in subsidiary companies, joint controlled companies and associate company at previous GAAP carrying amount as its deemed cost on the transition date.

###### Fair Value Measurement of financial assets or financial liabilities at initial recognition

Ind AS 101 permits a first time adopter to apply requirements of paragraph B5.1.2A (b) of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind ASs. The company has elected to measure its investment in equity shares at previous GAAP carrying amount as its deemed cost on the transition date.

##### 37.1.2 Ind AS Mandatory exceptions applied

###### Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

###### De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The group has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

###### Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

The group has classified its financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

##### 37.2 First time adoption reconciliation

Particulars	Equity as at 31 March 2017	Equity as at 01 April 2016
<b>Equity as per previous GAAP</b>	<b>119,928,904</b>	<b>115,115,556</b>
<b>GAAP adjustments:</b>		
Impact on account of prior period expenses	(765,908)	(765,908)
Impact on account of Remeasurement and Restatement of Defined benefit liability	1,765,308	3,203,376
Impact of deferred taxes on the above adjustments	(297,487)	(199,642)
<b>Total - GAAP adjustments</b>	<b>701,913</b>	<b>2,237,826</b>
<b>Equity as per Ind AS</b>	<b>120,630,817</b>	<b>117,353,382</b>

**Reconciliation of total comprehensive income from previous GAAP to Ind AS**

Particulars	Year ended 31 March 2017
<b>Net Profit for the period as per previous GAAP</b>	<b>4,813,348</b>
<b>GAAP adjustments:</b>	
Written back of Gratuity write off income	(2,047,384)
Impact on account of Defined benefit cost included in Profit and Loss Account	21,231
Impact of recognizing actuarial gains / losses on defined benefit obligations in other comprehensive income	(588,085)
Impact of deferred taxes on the above adjustments	671,957
<b>Total - GAAP adjustments</b>	<b>(19,42,281)</b>
<b>Net profit / (loss) after tax as per Ind AS</b>	<b>28,71,067</b>
Impact of recognizing actuarial gains / losses on defined benefit obligations in other comprehensive income	588,085
Impact of deferred taxes on the above adjustments	(181,718)
<b>Total - GAAP adjustments</b>	<b>406,367</b>
<b>Total comprehensive income after tax as per Ind AS</b>	<b>3,277,434</b>

**Explanation to Reconciliation**

**1. Impact on account of prior period expenses**

Previous GAAP - Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the Statement of profit and loss.

Ind AS - Prior period errors are corrected retrospectively by restating the comparative amount for prior period presented in which the error occurred or if the error occurred before the earliest period presented by restating the opening reserves.

**2. Impact of recognizing actuarial gains / losses on defined benefit obligations in other comprehensive income**

Previous GAAP - Actuarial gains / losses on defined benefit obligations is recognised in statement of profit and loss.

Ind AS - Actuarial gains / losses on defined benefit obligations is recognised in other comprehensive income (OCI). Consequently, actuarial loss of Rs.44005 on 01-04-2016 and Actuarial gain of Rs. 588085 on 31-03-2017 have been recognised in OCI.

**3. Impact of deferred taxes on the above adjustments**

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP) for computation of deferred tax has impacted the reserves on date of transition, with consequential impacts to the statement of profit and loss for the subsequent periods.

**38. 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.

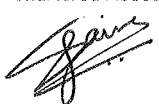
Particular	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016			635,892
Permitted Receipts(+)		225,000	225,000
Permitted Payments(-)		(261,478)	(261,478)
Amount deposited in Bank(-)	454,000 (808nos*500+50nos*1000)		(454,000)
<b>Closing cash in hand as on 30.12.2016</b>			<b>145,414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

- a). For The purpose of the clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economics Affairs number S.O. 3407(E), dated November 8, 2016

As per our report of even date

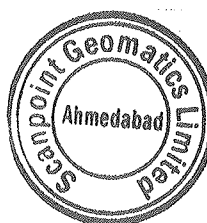
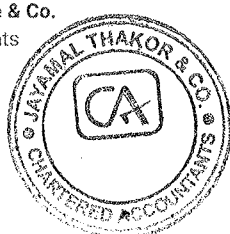
For and on behalf of the Board of Directors of  
Scanpoint Geomatics Limited

For Jayamal Thakore & Co.  
Chartered Accountants



Shivani Jain  
(Partner)  
M. No: 175094

Ahmedabad, May 30, 2018



  
Ramesh Sojitra  
Managing Director  
DIN:00016141

  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018



Chirag Soni  
Whole Time Director  
DIN: 01684683

  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768



## Independent Auditor's Report

To  
The Members of  
Scanpoint Geomatics Ltd.

### **Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **Scanpoint Geomatics Ltd.** which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income) and the Cash Flow Statement and the Statement of Change in Equity 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including Other Comprehensive Income) and cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. 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 Standalone Ind AS 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 standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act and rules made thereunder including 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 of standalone Ind AS financial statements 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements.

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

### **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, 2018, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### **Other Matter**

The comparative financial information of the company for the year ended March 31, 2017 and the transaction date opening balance sheet as at April 01, 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory standalone financial statements for the years ended March 31, 2017 and March -31, 2016 prepared in accordance with the companies (Accounting standards) Rules, 2006 (as amended) which were audited by the predecessor auditor who expressed an unmodified opinion vide reports dated May 29, 2017 and May 30, 2016 respectively. The adjustments to those standalone financial statements for the differences in accounting principles adopted by the company on transition to the Ind AS have been audited by us. Our report is not qualified in respect of this matter.

### **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 B" 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 (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- g) 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:
- i. There were no pending litigations as at March 31, 2018 which would impact the financial position of the company.
  - ii. The company did not have any material foreseeable losses on long term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.
  - iv. 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 Jayamal Thakore & Co.**  
Chartered Accountants

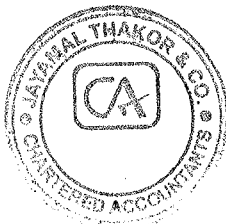
  
**Shivani Jain**  
(Partner)

Membership number: 175094

Firm's Registration Number: 104098W

Place: Ahmedabad

Date: 30th May, 2018



## **“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statements of Scanpoint Geomatics Limited.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Scanpoint Geomatics Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.





## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the Internal Control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Jayamal Thakore & Co.**

Chartered Accountants

Firm's registration number: 104098W



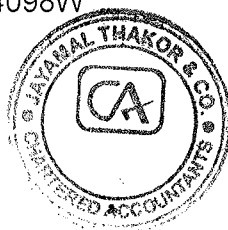
**Shivani Jain**

(Partner)

Membership number: 175094

Place: Ahmedabad

Date: 30th May, 2018



## **ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT**

(Referred to in our report of even date to the members of **Scanpoint Geomatics Limited** on the standalone Ind AS financial statements for the year ended March 31, 2018)

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) 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:**

As per information and explanations given to us, this paragraph 3(ii) of the Order is not applicable being company is a service provider and it has not made any inventory transactions during the year.

**iii. LOANS:**

According to the information and explanations given to us, during the year the Company has granted loan to its subsidiary company covered in the register maintained under section 189 of companies Act, 2013. The terms are not prejudicial to the Company's interest.

**iv. LOANS, INVESTMENTS AND GURANTEES:**

According to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans and investment made, and guarantee and security provided by it.

**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, Goods and Service Tax and other material Statutory Dues applicable to it. There were arrears as at 31st March, 2018, for a period of more than six months from the date they became payable.

Particulars	Financial Year to which the amount relates	Amount (Rs.)
Service Tax	2010-11	50,18,501/-
Service Tax	2015-16	44595/-

- b) According to the records of the Company, no dues of income- tax, customs, excise duty, value added tax, goods and service tax, 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 any 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 term loans during the previous years and the Company has issued 18181699 right shares of face value Rs. 2 per share.

**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:**

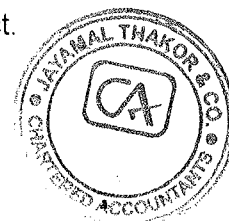
According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

**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 standalone Ind AS financial statements as specified under section 133 of the act.



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.

During the year the company has issued 18181699 right shares of face value Rs. 2 per share.

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. Accordingly, paragraph 3(xvi) of the order is not applicable.

**For Jayamal Thakore & Co.**

Chartered Accountants

Firm's registration number: 104098W



**Shivani Jain**

(Partner)

Membership number: 175094

Place: Ahmedabad

Date: 30th May, 2018



# BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Note No.	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>I. ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	1,13,16,792	1,13,13,934	2,59,09,470
Capital work-in-progress	5	9,46,89,700	1,83,15,728	-
Intangible Assets	5	4,74,52,381	5,27,86,386	5,54,34,677
Financial Assets		-	-	-
Investments	6	1,86,99,900	1,86,00,000	1,86,00,000
Loans	7	44,00,000	42,35,000	42,35,000
Other financial assets	8	6,34,46,126	6,16,70,392	48,17,195
Other non-current assets	9	93,46,715	37,64,733	21,36,025
<b>Total non-current assets</b>		<b>24,93,51,614</b>	<b>17,06,86,173</b>	<b>11,11,32,367</b>
<b>Current assets</b>				
Inventories	-	-	-	-
Financial Assets		-	-	-
Trade Receivables	10	18,73,87,375	34,79,55,262	24,03,66,322
Cash and cash equivalents	11	5,53,77,442	25,34,547	23,56,256
Loans	7	51,99,473	1,75,801	5,25,800
Other financial assets	12	4,52,76,977	3,17,58,858	8,33,699
<b>Total current assets</b>		<b>29,32,41,267</b>	<b>38,24,24,468</b>	<b>24,40,82,077</b>
<b>Total Assets</b>		<b>54,25,92,881</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	13	9,01,71,398	5,38,08,000	5,38,08,000
Other Equity		33,79,88,517	6,68,22,817	6,35,45,383
<b>Total Equity</b>		<b>42,81,59,915</b>	<b>12,06,30,817</b>	<b>11,73,53,383</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
Financial liabilities	14	2,74,47,629	3,30,00,000	1,54,58,708
Other Non Current liabilities		-	-	-
Provisions	15	17,06,724	15,86,619	17,79,082
<b>Total non-current liabilities</b>		<b>2,91,54,353</b>	<b>3,45,86,619</b>	<b>1,72,37,790</b>
<b>Current Liabilities</b>				
Financial liabilities	14	21,90,988	24,68,85,740	13,79,92,709
Trade payables	16	3,48,25,696	10,60,41,728	6,24,61,303
Other financial liabilities	17	3,49,00,253	2,87,33,231	71,68,611
Other Current liabilities	18	82,23,251	1,15,57,855	1,04,77,034
Provisions	20	1,04,084	98,167	1,26,081
Deferred tax liabilities (net)	19	50,34,342	45,76,484	23,97,533
<b>Total current liabilities</b>		<b>8,52,78,613</b>	<b>39,78,93,205</b>	<b>22,06,23,271</b>
<b>Total Equity and Liabilities</b>		<b>54,25,92,881</b>	<b>55,31,10,641</b>	<b>35,52,14,444</b>

Significant accounting policies and notes to accounts 1 to 39

The accompanying notes are an integral part of the financial statements

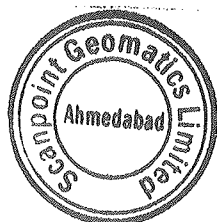
As per our report of even date attached

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

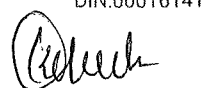
For Jayamal Thakore & Co.  
Chartered Accountants



Shivani Jain  
(Partner)  
M. No: 175094  
Ahmedabad, May 30, 2018



  
Ramesh Sojitra  
Managing Director  
DIN: 00016141

  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171  
Ahmedabad, May 30, 2018

  
Chirag Soni  
Whole Time Director  
DIN: 01684683

  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2018

(Amount in ₹)

PARTICULARS	Notes	2017-2018	2016-2017
Revenue from operations	21	31,94,39,740	32,72,79,178
Other Income	22	61,07,435	27,46,347
<b>Total Income</b>		<b>32,55,47,175</b>	<b>33,00,25,525</b>
Expenses			
Cost of Materials Consumed	23	16,25,31,400	23,82,24,892
Increase in inventories of finished goods, work in progress and Stock-in-trade	24	-	-
Employee benefits expense	25	1,41,56,910	88,78,595
Finance Costs	26	81,03,929	43,45,036
Travel Expenses	27	30,94,391	13,83,964
Depreciation and amortization expense	4 & 5	72,59,459	55,82,545
Other expense	27	11,79,27,003	6,67,42,193
<b>Total Expense</b>		<b>31,30,73,091</b>	<b>32,51,57,225</b>
<b>Profit before tax</b>		<b>1,24,74,084</b>	<b>48,68,300</b>
Tax expense:			
Current tax		-	-
Deferred tax		6,53,618	19,97,233
<b>Profit for the period</b>		<b>1,18,20,465</b>	<b>28,71,067</b>
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined liability/asset		(4,48,649)	4,06,367
Equity instruments through other comprehensive income		-	-
Items that will be reclassified subsequently to profit or loss		-	-
<b>Total Comprehensive income, net of tax</b>		<b>(4,48,649)</b>	<b>4,06,367</b>
<b>Total Comprehensive income for the period</b>		<b>1,13,71,816</b>	<b>32,77,434</b>
Earning per equity share			
Equity shares of par value Rs.2 each		4,50,85,699	2,69,04,000
Basic (Rs.)		0.39	0.10
Diluted (Rs.)		0.39	0.10
Weighted average equity shares used in computing			
Earning per equity share		3,03,63,898	2,98,63,440

Significant accounting policies and notes to accounts 1 to 39

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

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

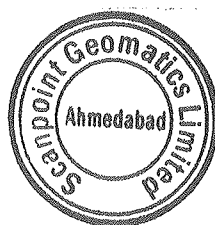
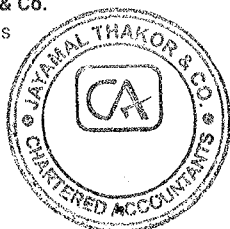
For Jayamal Thakore & Co.  
Chartered Accountants

*Shivani Jain*

Shivani Jain  
(Partner)

M. No: 175094

Ahmedabad, May 30, 2018



*Ramesh Sojitra*

Ramesh Sojitra  
Managing Director  
DIN: 00016141

*Kanti V. Ladani*

Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018

*Chirag Soni*

Chirag Soni  
Whole Time Director  
DIN: 01684683

*Mukesh Limbachiya*

Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# Statement of Changes in Equity

F.Y.2016-17								
Particulars	Equity Share Capital	OTHER EQUITY						Total equity attributable to equity holders of the company
		Reserves and Surplus				Other Comprehensive Income		
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity instruments through other comprehensive income	Other items of other comprehensive income	
Balance as on April 1, 2016	5,38,08,000	-	4,58,67,834	1,65,44,664	11,63,292	-	(30,407)	11,73,53,383
Changes in the equity for the year ended March 31, 2017								
Equity instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability, net of tax effect	-	-	-	-	-	-	4,06,367	4,06,367
Profit for the period	-	-	28,71,067	-	-	-	-	28,71,067
Balance as on March 31, 2017	5,38,08,000	-	4,87,38,901	1,65,44,664	11,63,292	-	3,75,960	12,06,30,817
F.Y.2017-18								
Particulars	Equity Share Capital	OTHER EQUITY						Total equity attributable to equity holders of the company
		Reserves and Surplus				Other Comprehensive Income		
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity instruments through other comprehensive income	Other items of other comprehensive income	
Balance as on April 1, 2017	5,38,08,000	-	4,87,38,901	1,65,44,664	11,63,292	-	3,75,960	12,06,30,817
Changes in the equity for the year ended March 31, 2018								
Increase in share capital/ Securities Premium on account of Rights issue	3,63,63,398	26,36,34,636		-	-	-	-	29,99,98,034
Pre-operative issue expenses	-	(38,40,752)	-	-	-	-	-	(38,40,752)
Equity instruments through other comprehensive income, net of tax effect				-	-	-	-	-
Remeasurement of the net defined benefit liability, net of tax effect				-	-	-	(4,48,649)	(4,48,649)
Profit for the period	-	-	1,18,20,465	-	-	-	-	1,18,20,465
Balance as on March 31, 2018	9,01,71,398	25,97,93,884	6,05,59,366	1,65,44,664	11,63,292	-	(72,689)	42,81,59,915

As per our report of even date attached

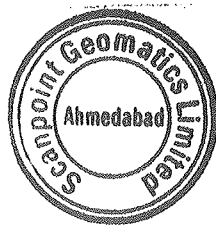
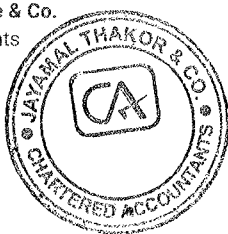
For Jayamal Thakore & Co.  
Chartered Accountants



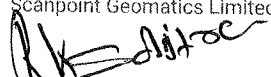
Shivani Jain  
(Partner)

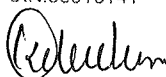
M. No: 175094

Ahmedabad, May 30, 2018



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

  
Ramesh Sojitra  
Managing Director  
DIN:00016141

  
Kanti V. Ladani  
Director & CFO  
DIN: 00016171  
Ahmedabad, May 30, 2018

  
Chirag Soni  
Whole Time Director  
DIN: 01684683

  
Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

# CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2018

(Amount in ₹)

PARTICULARS	2017-2018	2016-2017
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before Tax	1,24,74,084	48,68,300
<b>Adjustments for:</b>		
<b>Add:</b>		
Depreciation	72,59,459	84,59,624
Interest Paid	81,03,929	43,45,036
Actuarial Gain	-	5,88,086
<b>Less:</b>		
Provisions Written back	6,44,410	28,77,079
Interest Received	37,81,917	9,94,065
Profit on sale of Asset	-	8,04,243
<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>2,34,11,144</b>	<b>1,35,85,659</b>
<b>Adjustments for:</b>		
Inventories	-	-
Trade Receivable	16,05,67,887	(10,75,88,940)
Loans	(18,68,172)	3,49,999
Other financial assets	(1,35,18,119)	(3,09,25,159)
Other non current assets	(55,81,982)	(16,28,708)
Current financial liabilities	(24,46,94,753)	10,88,93,031
Non current liabilities	(55,52,371)	1,75,41,292
Provisions	1,26,022	(2,20,377)
Trade payables	(7,12,16,032)	4,35,80,425
Other financial liabilities	61,67,022	2,15,64,620
Other current liabilities	(33,34,604)	10,80,821
<b>Cash Generated from Operation</b>	<b>(15,54,93,957)</b>	<b>6,62,32,663</b>
<b>B. Cash Flow from Investing Activities</b>		
Capital WIP	(7,63,73,972)	(1,83,15,728)
Long Term Investments	(99,900)	-
Deposits	(17,75,734)	(5,68,53,197)
Sale of assets	-	1,35,00,000
Purchase of assets	(19,28,312)	(10,34,476)
<b>Net Cash used in Investing Activities</b>	<b>(8,01,77,918)</b>	<b>(6,27,03,401)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Received	37,81,917	9,94,065
Proceeds from issue of share capital (incl. securities premium)	29,61,57,282	-
<b>Less:</b>		
Loan to subsidiary	33,20,500	-
Interest paid	81,03,929	43,45,036
<b>Net Cash used in Financing Activities</b>	<b>28,85,14,770</b>	<b>(33,50,971)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>5,28,42,895</b>	<b>1,78,291</b>
<b>Cash and Cash Equivalent as at 31-3-2017</b>	<b>25,34,547</b>	<b>23,56,256</b>
<b>Cash and Cash Equivalent as at 31-3-2018</b>	<b>5,53,77,442</b>	<b>25,34,547</b>

## NOTES

Previous year's figure has been regrouped/rearranged wherever necessary to conform to current year's classification.

As per our report of even date attached

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

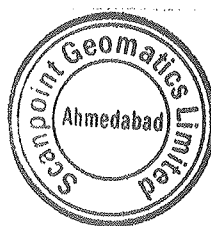
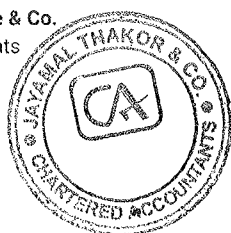
For Jayamal Thakore & Co.  
Chartered Accountants





Shivani Jain  
(Partner)

M. No: 175094

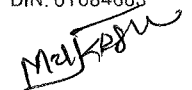
Ahmedabad, May 30, 2018



  
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Mukesh Limbachiya  
Company Secretary  
M. NO: 45768



## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

The Scanpoint Geomatics Limited is a public company incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange. The Company is engaged in the business of GIS based software development and sales.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (i) Basis of Accounting:

##### a) Statement of Compliance:

The financial statements have been prepared with all material aspect with Indian Accounting Standards (Ind As) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The Financial Statements up to the year ended 31st March, 2017 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provision of the Act.

These Financial Statements are the first Financial Statements of the Company under Ind As 101 – “First Time adoption of Indian Accounting Standards”. The date of transition to Ind As is 1st April, 2016. Please refer Note No 38 for an explanation of how the transition from previous GAAP to Ind As has affected the Company's Financial Positions, Financial Performance and Cash Flow.

##### b) Basis of preparation:

(i) The financial statements have been prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following where the fair valuation have been carried out in accordance with the requirements of respective Ind As:

- Employee defined benefit plans – plan assets.

(ii) Current and Non Current Classification

The Operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS 1- 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

#### (ii) Use of Estimates:

The preparation and presentation of financial statements are in conformity with the Ind As which required management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

#### (iii) 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.

#### (iv) Taxes on Income :

##### a) Current tax:

Current tax is determined on income for the year chargeable to tax in accordance on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. The company has not made any provision of minimum alternate tax.

##### b) Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. The company has not made deferred tax on unused losses and unused taxes. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**(v) Employee Benefits:**

**i. Short term employee benefits:**

Short Term benefits are recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

**ii. Post employment benefits:**

**a) Defined contribution plan:**

The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Cover employee's salary, Provision for the same is made in the year in which service are render by employee.

**b) Defined benefit plans:**

The Liability for Gratuity to employees, which is a defined benefit plan, as at Balance Sheet date determined on the basis of actuarial Valuation based on Projected Unit Credit method and the contribution thereof paid/payable is absorbed in the accounts.

The present value of the defined benefit obligations is determined by discounting the estimated future cash flows at a predetermined rate of interest, taking into account the probability of payment. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in balance sheet. Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognized immediately in profit or loss as past service cost.

**iii. Other long term employee benefits:**

Other long term employee benefits comprises of leave encashment towards un-availed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the project unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Remeasurement of leave encashment towards un-availed leave and compensated absences are recognized in the statement of profit and loss except those included in cost of assets as permitted in the period which they occur.

**(vi) Property, Plant and Equipment & Depreciation:**

**a) Property Plant and Equipment:**

All items of property, plant and equipment are stated at historical cost (net of recoverable taxes) less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The gain or loss arising on the disposal or retirement of a property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized as income or expenses in the Statement of Profit and Loss in the year or disposal.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

**b) Transition to Ind As:**

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. Please refer to note 38 for details of the same.

**c) Depreciation methods, estimated useful life and residual value:**

Depreciation is provided for property, plant and equipment so as to expense the cost over their estimated useful lives based on evaluation. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment has been provided on straight line method specified in Schedule II to the Companies Act, 2013.

Depreciation is calculated on pro rata basis with reference to the date of addition/disposal. The residual values are not more than 5% of the original cost of asset.

**(vii) Intangible Assets and Amortization :**

**a) Intangible Assets:**

Intangible assets are measured on initial recognition at cost (net of recoverable taxes, if any). Subsequently, intangible assets are carried out at cost less any accumulated amortization and accumulated impairment losses, if any.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized as income or expenses in the Statement of Profit and Loss in the year or disposal.

**b) Capital work in progress:**

Capital work in progress is stated at cost, comprising direct cost, related incidental expenses and attributable borrowing cost and net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during

the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment. Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

**c) Transition to Ind As:**

On transition to Ind As, the company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. Please refer to note 38 for details of the same.

**d) Amortization methods, estimated useful life and residual value:**

Intangible assets are amortized on a straight line basis over their estimated useful lives based on underlying contracts where applicable. The useful lives of intangible assets are assessed as either finite or indefinite. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management.

**(viii) Impairment of non – financial assets**

The Company reviews the carrying amount of its Property, Plant and Equipment, including Capital Work in progress of a "Cash Generating Unit" (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the Cash Generating Unit to which the asset belongs.

Recoverable Amount is determined:

- i) In case of individual asset, at higher of the fair value less cost to sell and value in use; and
- ii) In case of cash generating unit (a company of assets that generates identified, independent cash flows), at the higher of the cash generating unit's fair value less cost to sell and the value in use.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

**(ix) Foreign Currency Transactions:**

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

**(x) Cash and cash equivalents:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management. The management has also considered balance in cash credit account as an internal part of cash and cash equivalents.

**(xi) Statement of Cash flows:**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**(xii) Borrowing Cost :**

Borrowing costs include interest and amortisation of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

During the year company has capitalized borrowing cost amounting to Rs. 12,81,061/- to IGIS Software Ver. 5 WIP.

**(xiii) Earnings per Share**

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to Equity Shareholders of the company by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

**(xiv) Provisions, Contingent Liabilities and Contingent Assets :**

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

**(xv) Investment In Subsidiaries, Associate And Joint Venture:**

Investment in subsidiary companies, associate and joint venture companies are carried at cost less accumulated impairment losses, if any. Where an indication of Impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable

amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal of proceeds and the carrying amounts are recognised in the statement of Profit and Loss.

On transition to Ind AS the company has elected to continue with the carrying value of all of its investment in subsidiaries, associate and joint ventures recognised as at April 1, 2016 measured as per the IGAAP and user that carrying value as the deemed cost, except for an investment in subsidiary, for which fair value at a transition date is considered at the deemed cost.

**(xvi) Financial Instruments :**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**1. Financial Assets:**

**i. Initial recognition and measurement:**

At initial recognition, the Company measures a financial asset (which are not measured at fair value) through profit or loss at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset.

**ii. Subsequent measurement:**

For purposes of subsequent measurement, financial assets are classified in following categories:

- i) Financial assets measured at amortised cost;
- ii) Financial assets at fair value through profit or loss (FVTPL) and
- iii) Financial assets at fair value through other comprehensive income (FVOCI)

The Company classifies its financial assets in the above mentioned categories based on:

- a) The Company's business model for managing the financial assets, and
- b) The contractual cash flows characteristics of the financial asset.

**i) Financial assets measured at amortised cost :**

A financial asset is measured at amortised cost if both of the following conditions are met:

- a) A financial asset is measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the Contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- b) Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

**ii) Financial assets at fair value through profit or loss (FVTPL):**

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

**iii) Financial assets at fair value through other comprehensive income (FVOCI):**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by collecting both contractual cash flows that gives rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income. In addition, The Company may elect to designate a financial asset, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch')

Trade receivables, Advances, Security Deposits, Cash and Cash Equivalents etc. are classified for measurement at amortised cost.

**iii. Derecognition:**

The Company derecognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the assets's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

**iv. Impairment of financial assets:**

The company assesses at each date of statement of financial position whether a financial assets or group of financial assets is impaired. In accordance of Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss.

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. As a practical expedient, the company uses a provision matrix to determine impairment loss on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivables. ECL impairment loss allowances (or reversal) recognized during the period is recognized as an expense / income respectively in the statement of profit and loss. Provision for ECL is presented as deduction from carrying amount of trade receivables.

For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12 month ECL.

**2. Financial Liabilities:**

**i. Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and subsequently carried at amortised cost using the effective interest method. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

**ii. Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

- i) Financial liabilities measured at amortised cost.
- ii) Financial liabilities at fair value through profit or loss.

**i) Financial liabilities measured at amortised cost :**

Subsequently, all financial liabilities are measured at amortised cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

**ii) Financial assets at fair value through profit or loss (FVTPL):**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to Profit and Loss Account. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

**iii.) Derecognition:**

Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged or cancelled or expiry. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**(xvii) Off-setting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**(xviii) Rounding of amounts:**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

**(xix) Dividend:**

The Company recognizes a liability for dividends to equity holders of the Company when the dividend is authorized and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, dividend is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

**(xx) CENVAT, Service Tax, Vat & GST:**

CENVAT /Service Tax/ VAT/GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and CENVAT /Service Tax/ VAT/GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The CENVAT/GST credits so taken are utilized for payment of excise duty/GST on sales. The unutilized CENVAT/GST credit is carried forward in the books. The VAT/Service tax/GST credits so taken are utilized for payment of tax on goods sold. The unutilized Service tax/GST credit is carried forward in the books.

### 3. CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year is included in the following notes.

- Useful lives of property, plant and equipment
- Defined benefit plan
- Impairment loss on investments carried at cost
- Estimation of provisions and contingent liabilities

## NOTE 4 PROPERTY PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>Year Ended March 31, 2017</b>								
Gross Carrying amount								
Deemed cost as at April 1, 2016	13,40,578	1,66,74,338	48,21,224	11,94,843	3,70,430	6,38,783	8,69,273	2,59,09,469
Additions		5,80,000				4,54,476		10,34,476
Disposals		1,26,95,757						1,26,95,757
<b>Closing Gross Carrying Amount</b>	<b>13,40,578</b>	<b>45,58,581</b>	<b>48,21,224</b>	<b>11,94,843</b>	<b>3,70,430</b>	<b>10,93,259</b>	<b>8,69,273</b>	<b>1,42,48,188</b>
Accumulated Depreciation								
Depreciated during the year	74,458	12,70,859	7,90,163	2,22,261	1,13,916	3,53,570	1,09,027	29,34,254
<b>Closing Accumulated Depreciation</b>	<b>74,458</b>	<b>12,70,859</b>	<b>7,90,163</b>	<b>2,22,261</b>	<b>1,13,916</b>	<b>3,53,570</b>	<b>1,09,027</b>	<b>29,34,254</b>
<b>Net carrying amount</b>	<b>12,66,120</b>	<b>32,87,722</b>	<b>40,31,061</b>	<b>9,72,582</b>	<b>2,56,514</b>	<b>7,39,689</b>	<b>7,60,246</b>	<b>1,13,13,934</b>
Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>Year Ended March 31, 2018</b>								
Gross Carrying amount	13,40,578	45,58,581	48,21,224	11,94,843	3,70,430	10,93,259	8,69,273	1,42,48,188
Additions		1,23,478			5,96,272	9,94,562	14,000	17,28,312
Disposals								0
<b>Closing Gross Carrying Amount</b>	<b>13,40,578</b>	<b>46,82,059</b>	<b>48,21,224</b>	<b>11,94,843</b>	<b>9,66,702</b>	<b>20,87,821</b>	<b>8,83,273</b>	<b>1,59,76,500</b>
Accumulated Depreciation	74,458	12,70,859	7,90,163	2,22,261	1,13,916	3,53,570	1,09,027	29,34,254
Depreciated during the year	75,359	3,49,244	6,42,821	1,91,126	82,589	2,87,839	96,476	17,25,454
Disposals								
<b>Closing Accumulated Depreciation</b>	<b>1,49,817</b>	<b>16,20,103</b>	<b>14,32,984</b>	<b>4,13,387</b>	<b>1,96,505</b>	<b>6,41,409</b>	<b>2,05,503</b>	<b>46,59,708</b>
<b>Net carrying amount</b>	<b>11,90,761</b>	<b>30,61,956</b>	<b>33,88,240</b>	<b>7,81,456</b>	<b>7,70,197</b>	<b>14,46,412</b>	<b>6,77,770</b>	<b>1,13,16,792</b>
Bifergation of closing net carrying value of property, plant and equipment as at April 01, 2016								
Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>As at April 01, 2016</b>								
Gross Carrying amount	25,81,482	2,20,90,191	65,78,617	16,70,782	5,86,649	41,99,091	9,91,544	3,86,98,356
Less: Accumulated Depreciation	12,40,904	54,15,853	17,57,393	4,75,939	2,16,219	35,60,308	1,22,271	1,27,88,887
<b>Closing Gross Carrying Amount</b>	<b>13,40,578</b>	<b>1,66,74,338</b>	<b>48,21,224</b>	<b>11,94,843</b>	<b>3,70,430</b>	<b>6,38,783</b>	<b>8,69,273</b>	<b>2,59,09,469</b>

NOTE 5 INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in ₹)

Particulars	IGIS Software Ver. 2.0	Software	Intangible Assets Under Development	Total
<b>Year Ended March 31, 2017</b>				
Gross Carrying amount				
Deemed cost as at April 1, 2016	5,54,34,677	-	-	5,54,34,677
Additions		-	1,83,15,728	1,83,15,728
Disposals	-	-	-	-
<b>Closing Gross Carrying Amount</b>	<b>5,54,34,677</b>	<b>-</b>	<b>1,83,15,728</b>	<b>7,37,50,405</b>
Accumulated Depreciation				
Depreciated during the year	55,25,370	-	-	55,25,370
Depreciation Adjustment	28,77,079	-	-	28,77,079
<b>Closing Accumulated Depreciation</b>	<b>26,48,291</b>	<b>-</b>	<b>-</b>	<b>26,48,291</b>
<b>Net carrying amount</b>	<b>5,27,86,386</b>	<b>-</b>	<b>1,83,15,728</b>	<b>7,11,02,114</b>
<b>Year Ended March 31, 2018</b>				
Gross Carrying amount	5,54,34,677	-	1,83,15,728	7,37,50,405
Additions		2,00,000	7,63,73,972	7,65,73,972
Disposals				-
<b>Closing Gross Carrying Amount</b>	<b>5,54,34,677</b>	<b>2,00,000</b>	<b>9,46,89,700</b>	<b>15,03,24,377</b>
Accumulated Depreciation	26,48,291	-	-	26,48,291
Depreciated during the year	55,25,260	8,745	-	55,34,005
Disposals	-	-	-	-
<b>Closing Accumulated Depreciation</b>	<b>81,73,551</b>	<b>8,745</b>	<b>-</b>	<b>81,82,296</b>
<b>Net carrying amount</b>	<b>4,72,61,126</b>	<b>1,91,255</b>	<b>9,46,89,700</b>	<b>14,21,42,081</b>

Bifergation of closing net carrying value of as at April 01, 2016

Particulars	IGIS Software Ver. 2.0
<b>As at April 01, 2016</b>	
Gross Carrying amount	6,11,80,991
Less: Accumulated Depreciation	57,46,314
<b>Closing Gross Carrying Amount</b>	<b>5,54,34,677</b>

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE 6</b>			
<b>Financial Assets</b>			
<b>Investments</b>			
<b>Non-current investment</b>			
Unquoted			
Investment carried at Cost			
Shreejikrupa Buildcon Ltd			
310000 Equity Shares	1,86,00,000	1,86,00,000	1,86,00,000
Investment in Equity Shares of Subsidiary			
Jyacad Solutions Pvt Ltd			
9990 Equity Shares of Rs.10 each fully paid	99,900	-	-
<b>Total Investment</b>	<b>1,86,99,900</b>	<b>1,86,00,000</b>	<b>1,86,00,000</b>
Aggregate amount of unquoted investments	1,86,99,900	1,86,00,000	1,86,00,000
Investment carried at cost	1,86,99,900	1,86,00,000	1,86,00,000
<b>NOTE 7</b>			
<b>LOANS</b>			
<b>Non-current</b>			
<b>Unsecured, Considered Good:</b>			
Other loans	44,00,000	42,35,000	42,35,000
	<b>44,00,000</b>	<b>42,35,000</b>	<b>42,35,000</b>
<b>Current</b>			
<b>Unsecured, Considered Good:</b>			
Loan to subsidiary	33,20,500	-	-
Loan to employees	19,501	29,001	4,00,000
Intercompany Loan	16,74,995	-	-
Other loans	1,84,477	1,46,800	1,25,800
	<b>51,99,473</b>	<b>1,75,801</b>	<b>5,25,800</b>
<b>TOTAL</b>	<b>95,99,473</b>	<b>44,10,801</b>	<b>47,60,800</b>
<b>NOTE 8</b>			
<b>Other Financial Assets</b>			
<b>Non-current</b>			
Security Deposits*	35,01,356	40,60,966	22,21,466
Rental Deposits*	10,31,700	10,31,700	10,07,100
<b>Bank Balances</b>			
With original maturity more than 12 months	5,89,13,070	5,65,77,726	15,88,629
	<b>6,34,46,126</b>	<b>6,16,70,392</b>	<b>48,17,195</b>
<b>Current</b>			
Security Deposits*	17,27,080	-	-
Rental Deposits*	50,000	-	-
Unbilled Revenue*	4,31,86,611	3,17,58,858	-
Share Application Money Receivable	3,13,286	-	-
Advance to Suppliers*	-	-	8,33,699
*Financial assets carried at amortised cost			
	<b>4,52,76,977</b>	<b>3,17,58,858</b>	<b>8,33,699</b>
<b>TOTAL</b>	<b>10,87,23,103</b>	<b>9,34,29,250</b>	<b>56,50,894</b>
<b>NOTE 09</b>			
<b>Other Assets</b>			
<b>Non-current</b>			
<b>Others</b>			
Prepaid Expenses	6,00,465	21,77,780	1,18,107



(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balance with Government Authorities	87,46,250	15,86,953	20,17,918
<b>TOTAL</b>	<b>93,46,715</b>	<b>37,64,733</b>	<b>21,36,025</b>
<b>NOTE 10</b>			
<b>TRADE RECEIVABLES</b>			
<b>Unsecured considered good</b>			
<b>Outstanding for more than six months</b>			
Good (Net of Debit and Credit Balances)	9,46,65,958	17,85,43,241	14,83,75,280
Doubtful	-	-	-
<b>Others</b>			
Good (Net of Debit and Credit Balances)	9,27,21,417	16,08,58,514	8,34,37,535
Doubtful	-	-	-
<b>*Amount Due from related party</b>		<b>85,53,507</b>	<b>85,53,507</b>
(Scanpress Limited)			
<b>TOTAL</b>	<b>18,73,87,375</b>	<b>34,79,55,262</b>	<b>24,03,66,322</b>
<b>NOTE 11</b>			
<b>Cash and Cash Equivalents</b>			
<b>Cash on Hand</b>	<b>14,06,103</b>	<b>1,30,941</b>	<b>15,38,308</b>
<b>Balance with Banks</b>			
-In Current Accounts	37,48,096	4,50,839	8,17,948
-In CC Account	4,96,18,740	-	-
With original maturity more than 3 months but less than 12 months	6,04,503	19,52,767	-
<b>TOTAL</b>	<b>5,53,77,442</b>	<b>25,34,547</b>	<b>23,56,256</b>
<b>NOTE 12</b>			
<b>Other Financial Assets</b>			
<b>Non-current</b>			
Security Deposits*	35,01,356	40,60,966	22,21,466
Rental Deposits*	10,31,700	10,31,700	10,07,100
<b>Bank Balances</b>			
With original maturity more than 12 months	5,89,13,070	5,65,77,726	15,88,629
	<b>6,34,46,126</b>	<b>6,16,70,392</b>	<b>48,17,195</b>
<b>Current</b>			
Security Deposits*	17,27,080	-	-
Rental Deposits*	50,000	-	-
Unbilled Revenue*	4,31,86,611	3,17,58,858	-
Share Application Money Receivable	3,13,286	-	-
Advance to Suppliers*	-	-	8,33,699
<b>*Financial assets carried at amortised cost</b>			
	<b>4,52,76,977</b>	<b>3,17,58,858</b>	<b>8,33,699</b>
<b>TOTAL</b>	<b>10,87,23,103</b>	<b>9,34,29,250</b>	<b>56,50,894</b>
<b>NOTE 13</b>			
<b>SHARE CAPITAL</b>			
<b>-Authorised</b>			
65000000 Equity Shares of Rs. 2/- each	13,00,00,000	13,00,00,000	13,00,00,000
<b>-Issued, Subscribed and Paid up</b>			
* 45085699 Equity Shares of Rs.2/- each fully paid-up.	9,01,71,398	5,38,08,000	5,38,08,000
<b>TOTAL</b>	<b>9,01,71,398</b>	<b>5,38,08,000</b>	<b>5,38,08,000</b>

(Amount in ₹)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
- Reconciliation of Shares:	Number	Amt (₹)	Number	Amt (₹)	Number	Amt (₹)
Shares Outstanding at the beginning of the year	26904000	5,38,08,000	26904000	5,38,08,000	2,69,04,000	5,38,08,000
Add: Shares issued During the year	-	-	-	-	-	-
Add: Rights/Bonus Shares Issued	18181699	3,63,63,398	-	-	-	-
Total	45085699	9,01,71,398	26904000	5,38,08,000	26904000	5,38,08,000
Less: Buy back of Shares	-	-	-	-	-	-
Less Reduction in Capital	-	-	-	-	-	-
Shares Outstanding at the end of the year	45085699	9,01,71,398	2,69,04,000	5,38,08,000	2,69,04,000	5,38,08,000

**Terms and rights attached to equity shares**

The company has only one class of equity shares having the par value of ₹ 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	% of Holding	Number of shares held	% of Holding
Karnavati Infrastructure Projects Ltd.	13398218	29.71%	7159700	26.61%
Theeta Trading LLP	3034242	6.73%	-	-
Rajesh Chandubhai Thakkar	3000000	6.65%	3000000	11.15%

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE 14</b>			
<b>Financial Liabilities</b>			
<b>Long Term Borrowings</b>			
<b>Intercompany Deposits</b>			
From others	2,74,47,629	3,30,00,000	1,54,58,708
	2,74,47,629	3,30,00,000	1,54,58,708
<b>Short Term Borrowings</b>			
<b>Secured</b>			
Working Capital Loans repayable on demand from banks	-	3,88,84,407	2,02,43,664
<b>Unsecured</b>			
<b>Loans and advances from Related Parties</b>			
From Directors	11,06,898	4,44,37,350	4,86,76,266
From Shareholders	-	74,12,000	-
<b>Intercompany Deposits</b>			
From Related Parties	10,84,090	15,61,51,983	6,90,72,779
	21,90,988	24,68,85,740	13,79,92,709
<b>TOTAL</b>	2,96,38,617	27,98,85,740	15,34,51,417

**(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 didn't carry any interest and is in the course of business.

**NOTE 15****Provisions****Long Term****Provision for Employee Benefits**

Gratuity	15,28,265	14,23,577	17,03,906
Leave Encashment	1,78,459	1,63,042	75,176
	17,06,724	15,86,619	17,79,082

**Short Term****Provision for Employee Benefits**

(Amount in ₹)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Gratuity	87,738	83,908	1,18,656
Leave Encashment	16,346	14,259	7,425
	<b>1,04,084</b>	<b>98,167</b>	<b>1,26,081</b>
<b>TOTAL</b>	<b>18,10,808</b>	<b>16,84,786</b>	<b>19,05,163</b>

## NOTE 16

Trade Payables	3,48,25,696	10,60,41,728	6,24,61,303
<b>TOTAL</b>	<b>3,48,25,696</b>	<b>10,60,41,728</b>	<b>6,24,61,303</b>

## NOTE 17

<b>Other Financial Liabilities</b>			
<b>Current</b>			
Employee Benefits payable	41,35,001	68,72,628	28,23,876
Provision for Expenses	3,06,21,610	2,15,75,535	36,50,000
Advance from customers	-	2,85,068	2,85,068
Other payables	1,43,642	-	-
<b>Current maturities of long term borrowings</b>			
<b>Secured:</b>			
<b>Term Loan</b>			
<b>From Banks</b>			
Secured by way of Hypothecation of Innova Car	-	-	4,09,667
<b>Terms and conditions of the above financial liabilities:</b>			
- Other payables include fees payable which are normally settled on quarterly basis			
- Employee benefits payables are normally settled on monthly basis			
- Provision for expenses are settled as and when invoices are received by the company			
<b>TOTAL</b>	<b>3,49,00,253</b>	<b>2,87,33,231</b>	<b>71,68,611</b>

## NOTE 18

<b>Other Liabilities</b>			
<b>Current</b>			
Provident Fund	32,433	-	-
Statutory Dues	81,90,818	1,15,57,855	1,04,77,034
	<b>82,23,251</b>	<b>1,15,57,855</b>	<b>1,04,77,034</b>

## NOTE 19

<b>Income Taxes</b>			
<b>Deferred Income Tax Liability</b>			
Intangible Assets	58,26,301	55,45,732	27,75,629
Employee Benefits	4,98,878	5,20,599	5,88,695
Deferred Expenditures	11,494	-	-
Other Equity	(27,641)	1,68,120	9,76,245
	<b>63,09,032</b>	<b>62,34,451</b>	<b>43,40,569</b>
<b>Deferred Income Tax Assets</b>			
Property, plant and equipment	12,74,690	16,57,967	19,43,036
<b>Deferred Income Tax Liabilities after set off</b>	<b>50,34,342</b>	<b>45,76,484</b>	<b>23,97,533</b>

## NOTE 20

<b>Provisions</b>			
<b>Long Term</b>			
<b>Provision for Employee Benefits</b>			
Gratuity	15,28,265	14,23,577	17,03,906

(Amount in ₹)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Leave Encashment	1,78,459	1,63,042	75,176
	17,06,724	15,86,619	17,79,082
<b>Short Term</b>			
<b>Provision for Employee Benefits</b>			
Gratuity	87,738	83,908	1,18,656
Leave Encashment	16,346	14,259	7,425
	1,04,084	98,167	1,26,081
<b>TOTAL</b>	<b>18,10,808</b>	<b>16,84,786</b>	<b>19,05,163</b>

(Amount in ₹)		
Particulars	2017-18	2016-17
<b>NOTE 21</b>		
<b>REVENUE FROM OPERATIONS</b>		
<b>Indigenous Sales</b>		
Sales of Products	19,04,97,639	24,97,11,660
Services Sales	12,89,42,101	7,75,67,518
<b>TOTAL</b>	<b>31,94,39,740</b>	<b>32,72,79,178</b>
<b>NOTE 22</b>		
<b>OTHER INCOME</b>		
Interest On Fixed Deposit	37,81,917	9,94,065
Foreign Exchange Fluctuation	19,46,138	-
Creditors Written Back	2,88,217	8,26,338
Excess Gratuity/Leave Provision Written Back	-	-
Profit on Sale of Assets	-	8,04,243
Other non-operating income	91,163	1,21,701
<b>TOTAL</b>	<b>61,07,435</b>	<b>27,46,347</b>
<b>NOTE 23</b>		
<b>COST OF RAW MATERIAL CONSUMED</b>		
<b>Raw Materials' Consumption</b>		
Inventory at the beginning of the year	-	-
Add: Purchases during the year	16,25,31,400	23,82,24,892
Less : Inventory at the beginning end of the year	-	-
<b>Cost of Raw material consumed</b>	<b>16,25,31,400</b>	<b>23,82,24,892</b>
<b>NOTE 24</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b>		
Project Work in process	-	-
<b>Change in inventories of WIP</b>		
<b>NOTE 25</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Bonus etc.	1,29,83,115	79,43,493
Contribution to P.F, E.S.I and Other Statutory Funds	1,79,301	40,110
Workmen and Staff Welfare Expenses	5,30,977	3,72,284
Leave Encase Allowance	83,484	1,40,846
Provision of Gratuity	3,80,033	3,81,862
<b>TOTAL</b>	<b>1,41,56,910</b>	<b>88,78,595</b>

(Amount in ₹)

Particulars	2017-18	2016-17
<b>NOTE 26</b>		
<b>FINANCE COSTS</b>		
<b>Interest Expense</b>		
Interest on Working Capital Loan	34,43,526	22,16,285
Interest on Car Loan	-	13,733
<b>Other Borrowing Costs</b>		
Interest to others	46,60,403	21,15,018
<b>TOTAL</b>	<b>81,03,929</b>	<b>43,45,036</b>

Particulars	2017-18	2016-17
<b>NOTE 27</b>		
<b>OTHER EXPENSES</b>		
Survey Expenses	10,06,16,330	5,69,14,897
Store and Spares	1,60,453	86,238
Repairs To - Building	2,16,095	-
- Machinery	1,67,293	99,360
- Others	2,13,916	5,97,304
Electricity	5,11,289	3,75,723
Insurance	71,846	36,497
Audit Fees	4,50,000	4,63,800
Legal and Professional Fees	20,79,792	10,99,166
General Charges	-	1,85,107
Printing, Stationery, Postage and Telephone Expenses	5,65,900	4,56,463
Travelling and Conveyance Expenses	30,94,391	13,83,964
Foreign Travel exp.	-	1,40,762
Rent, Rates and Taxes	23,98,709	18,23,389
Advertisement & Business Promotion Expenses	7,31,628	64,910
Computer & Software Expenses	4,96,314	1,29,822
Seminar and Exhibition Expenses	4,00,000	3,32,050
Membership Association Fees	-	2,63,697
Office Expenses	72,331	63,379
Listing Fees	3,28,411	2,71,000
Staff Recruitment Exp.	1,32,879	1,46,910
Interest and Penalty Expenses	8,68,443	6,84,561
Brokerage & Commi.	15,000	25,000
Bank Chages	1,65,722	2,75,080
Bank Guarantee Charges	10,61,807	5,54,560
ISRO Royalty	2,73,381	-
Other Expenses	11,43,080	-
Bad Debts	28,22,875	-
Tender Form Fee	32,175	63,896
Website Design Chages	38,258	2,19,922
Swachh Bharat Cess	1,52,852	2,02,481
Foreign Exchange Fluctuation	17,40,224	14,40,263
<b>TOTAL</b>	<b>12,10,21,394</b>	<b>6,81,26,157</b>

## 28. Segment reporting:

The company is engaged in the business of providing Information Technology Software services and GIS products. The company is therefore one business segment only as stated.

## 29. 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.

## 30. 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 2017-2018 (₹)	FY 2016-2017 (₹)
Salary & Allowance	4,200,000	4,200,000
Perquisites	20,567	25,380
Total Rs.	4,220,567	4,225,380

## 31. COST OF MATERIALS CONSUMED

### i. Particulars of Materials consumed:

Particulars	FY 2017-2018 (₹)	FY 2016-2017 (₹)
Opening Stock	-	-
Purchases	162,531,400	238,224,892
Less: Closing stock	-	-
Total	162,531,400	238,224,892

### II. Break up of Raw Material consumed:

Particular	2017-2018		2016-2017	
	%	₹	%	₹
Imported	NIL	NIL	NIL	NIL
Indigenous	100	162,531,400	100	238,224,892
Total	100	162,531,400	100	238,224,892

32. In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated.

33. On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2017-18 (Previous Year Rs. Nil)

## 34. Defined Benefit Plans

### 34.1 Risk exposure to defined benefit plans

The plans typically expose the Company to actuarial risks such as: investment risk, longevity risk and salary risk

Investment risk the present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Indian government securities; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk a decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investment.

Longevity risk the present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk the present value of the defined benefit plan liability is calculated reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the defined benefit obligation were carried out at March 31, 2018. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

### 34.2 Summary of Demographic Assumption

Particulars	Valuation Date	
	31/03/2017	31/03/2018
Mortality Rate (as % of IALM(2006-08) (Mod.) Ult. Mortality	100.00%	100.00%
Disability Rate (as % of above mortality rate)	0.00%	0.00%
Attrition Rate	2.0% to 10.0%	2.0% to 10.0%
Normal retirement age	58 years	58 years
Leave Encashment Rate during employment	1.00%	1.00%
Leave Availment Rate	1.00%	1.00%

### 34.3 Expenses recognized for defined benefit plan and movement of plan assets and liabilities (Gratuity)

Following is the amount recognized in Statement of Profit and Loss, Other Comprehensive Income, movement in defined benefit liability (i.e. gratuity) and movement in plan assets

(Amount in ₹)

Particulars	For the year ended March 31,2018	For the year ended March 31,2017
<b>A. Components of expenses recognised in the statement of profit and Loss Account</b>		
Current service cost	293,396	250,982
Past service cost and (gain) loss from settlements		
Net interest expenses	86,638	130,880
<b>Total (a) (refer note 25)</b>	<b>380,033</b>	<b>381,862</b>
<b>B. Components of defined benefit cost recognised in other comprehensive income</b>		
Remeasurement on the net defined benefit liability:		
- Return on plan assets (excluding amounts included in net interest expense)	-	-
- Actuarial gains and losses arising from changes in financial assumptions	-	-
- Actuarial gains and losses arising from experience adjustments	420,524	(541,939)
- Actuarial gains and losses arising from demographic adjustments	12,593	-
<b>Total (b)</b>	<b>433,118</b>	<b>(541,939)</b>
<b>C. Movements in the present value of the defined benefit obligation</b>		
- opening defined benefit obligation	1,507,485	1,822,562
- current service cost	293,396	250,982
- interest expenses	86,638	130,880
- Remeasurement (gains)/loss:	12,593	-
- Actuarial gains and losses arising from changes in financial demographic assumptions	-	-
- Actuarial gains and losses arising from changes in financial assumptions	420,524	(541,939)
- Actuarial gains and losses arising from changes in experience assumptions	(704,633)	(155,000)
Liabilities assumed for employee transferred from other entity benefits paid		
<b>Closing defined benefit obligation (C)</b>	<b>1,616,003</b>	<b>1,507,485</b>
<b>(D) Movements in the fair value of the plan assets</b>		
- Opening fair value of plan assets	-	-
- Interest income	-	-
- Remeasurement (gains)/loss:	-	-
- Return on plan assets (excluding interest income)	-	-
- Contribution by employer	704,633	155,000
- Asset transferred in for employee transferred from other entity benefits paid	(704,633)	(155,000)
<b>Closing fair value of plan assets(d)</b>	<b>-</b>	<b>-</b>

35. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

### 36. Financial Instruments and Risk Management

#### Risk Management Framework

The Company's risk management is governed by policies and approved by the board of directors. Company identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The company has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### 36.1 Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

On account of the adoption of Ind AS 109, the company uses ECL model to assess the impairment loss or gain. The company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the company's experience for customers.

The Company reviews trade receivables on periodic basis and charges to profit and loss account when management feels the amount will not be receivable in future. The Company also calculates the expected credit loss (ECL) for non-collection of receivables.

#### 36.2 Liquid Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible,

that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.

Exposure to Liquid Risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31.03.2018	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
<b>Financial Liabilities</b>						
Non Current Borrowings	2,74,47,629	Nil	Nil	2,74,47,629	Nil	2,74,47,629
Current Borrowings	21,90,988	11,90,988	10,00,000	Nil	Nil	21,90,988
Trade Payables	3,48,25,696	3,48,25,696	Nil	Nil	Nil	3,48,25,696
Current financial liabilities	3,49,00,253	3,49,00,253	Nil	Nil	Nil	3,49,00,253
<b>Total</b>	<b>9,93,64,565</b>	<b>7,09,16,937</b>	<b>10,00,000</b>	<b>2,74,47,629</b>	<b>Nil</b>	<b>9,93,64,566</b>

31.03.2017	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
<b>Financial Liabilities</b>						
Non Current Borrowings	3,30,00,000	55,52,371	Nil	2,74,47,629	Nil	3,30,00,000
Current Borrowings	24,68,85,740	24,58,85,740	10,00,000	Nil	Nil	24,68,85,740
Trade Payables	10,60,41,728	9,94,23,768	66,17,960	Nil	Nil	10,60,41,728
Current financial liabilities	2,87,33,231	2,87,33,231	Nil	Nil	Nil	2,87,33,231
<b>Total</b>	<b>41,46,60,699</b>	<b>37,95,95,110</b>	<b>76,17,960</b>	<b>2,74,47,629</b>	<b>Nil</b>	<b>41,46,60,699</b>

01.04.2016	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
<b>Financial Liabilities</b>						
Non Current Borrowings	1,54,58,708	Nil	1,54,58,708	-	Nil	1,54,58,708
Current Borrowings	13,79,92,709	Nil	13,69,92,709	10,00,000	Nil	13,79,92,709
Trade Payables	6,24,61,303	6,24,61,303	Nil	Nil	Nil	6,24,61,303
Current financial liabilities	71,68,611	71,68,611	Nil	Nil	Nil	71,68,611
<b>Total</b>	<b>22,30,81,331</b>	<b>6,96,29,914</b>	<b>15,24,51,417</b>	<b>10,00,000</b>	<b>Nil</b>	<b>22,30,81,331</b>

### 36.3 Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises three types of risks:

#### a) Currency Risk

The functional currency of the Company is Indian Rupee. The Company is exposed to currency risk on account of receivables in foreign currency. Company is exposed to currency risk on account of receivables in foreign currency.

##### I) Particulars of unhedged foreign currency exposures at the reporting date

Particulars	Currency	As at 31/03/2018	As at 31/03/2017	As at 01/04/2016
Trade Receivables	USD	9,99,095	9,99,095	10,25,795
	INR	6,49,82,749	6,47,76,835	6,79,89,679

##### II) Foreign Currency Risk Sensitivity

A change of 3% in foreign currency would have following Impact on profit before tax.

Particulars	2017-18		2016-17	
	3% Decrease	3% Decrease	3% Decrease	3% Decrease
INR	3% Increase	3% Decrease	19,43,305	(19,43,305)
<b>Total</b>	<b>19,49,482</b>	<b>(19,49,482)</b>	<b>19,43,305</b>	<b>(19,43,305)</b>

#### b) Price Risk

As of 31<sup>st</sup> March 2018, the company has nil exposure on security price risks.



### 36.4 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

Measured at Amortized Cost	As ar March 31,2018	As ar March 31,2017	As at April 1, 2016
<b>Financial Assets</b>			
Trade Receivables	18,73,87,375	34,79,55,262	24,03,66,322
Cash and Cash Equivalents	5,53,77,442	25,34,547	23,56,256
Other Financial Assets			
Non Current	6,34,46,126	6,16,70,392	48,17,195
Current	4,52,76,977	3,17,58,858	8,33,699
<b>Total Financial Assets</b>	<b>35,14,87,920</b>	<b>44,39,19,059</b>	<b>24,83,73,472</b>
<b>Financial Liabilities</b>			
Borrowings			
Non Current	2,74,47,629	3,30,00,000	1,54,58,708
Current	2,19,09,88	24,68,85,740	13,79,92,709
Other Financial Liabilities			
Current	3,49,00,253	2,87,33,231	71,68,611
Trade Payables	3,48,25,696	10,60,41,728	6,24,61,303
<b>Total Financial Liabilities</b>	<b>9,93,64,565</b>	<b>41,46,60,699</b>	<b>22,30,81,331</b>

The carrying amount of cash and cash equivalents, trade receivables, trade payables considered to be the same as their values due to their short term nature.

### 37. Related Party Transactions

Following are the name and relationship of related parties with which company have transactions/balances:

#### Associate/Subsidiary/Related Company/Enterprise/Firms:

- Karnavati Infrastructure Projects Ltd
- Scanpress Ltd
- Diyatec Pvt Ltd
- Prop Corporate Mentors Pvt Ltd
- Jyacad Solutions Pvt Ltd
- Turnes Resources Pvt Ltd

#### Key Management Personnel along with their relatives having significant influence:

##### a. Key Management Personnel

- Ramesh Sojitra
- Chirag Soni
- Kanti Ladani

##### b. Relatives of KMP

- Minal Soni
- Vishwas Sojitra
- Leelavanti Sojitra

### 37.1 Disclosures in respect of significant transactions with related parties during the year:

Transactions	Year Ended March 31,2018	Year Ended March 31,2017
<b>Remuneration</b>		
Ramesh K Sojitra	24,00,000	24,00,000
Chirag Soni	18,00,000	18,00,000
Vishwas R Sojitra	3,90,000	0
<b>Professional Fees</b>		
Minal Soni	9,00,000	9,00,000
Diya Tech Pvt Ltd	9,00,000	7,00,000
Kanti Ladani	4,14,497	0

<b>Investment in Subsidiary Shares</b>		
JyaCad Solutions Pvt Ltd	99,900	0
<b>Loan given to</b>		
JyaCad Solutions Pvt Ltd	3,490,500	0
<b>Repayment of Loan from</b>		
JyaCad Solutions Pvt Ltd	170,000	0
<b>Receipt of Loan</b>		
Turnes Resources Pvt Ltd	6,350,000	0
<b>Repayment of Loan</b>		
Turnes Resources Pvt Ltd	6,350,000	0
<b>Disclosure of closing balance</b>		
<b>Amount Due to</b>		
Kantilal V Ladani	1,000,000	1,000,000
Karnavati Infrastructure Projects Ltd	0	146,898,182
Prop Corporate Mentors Pvt. Ltd.	1,084,090	8,652,893
Leelavanti Sojitra	0	7,412,000
Ramesh K Sojitra	106,897	43,437,350
<b>Amount Due to</b>		
Karnavati Infrastructure Projects Ltd	1,674,995	0
<b>Trade Receivables</b>		
Scanpress Ltd	0	8,553,507
<b>Trade Payables</b>		
Diyatec Pvt Ltd	8,14000	8,14000
Kantilal V Ladani	143,643	2,88139

### 38. First time adoption of IND-AS

#### First Ind AS Financial statements

These are the company's first separate financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows are set out in the following tables and notes:

#### 38.1 Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemption and mandatory exemption applied in the transition from Previous GAAP to Ind AS.

##### 38.1.1 Optional exemptions availed

###### Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment, Intangible assets and investment properties as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities.

Accordingly, the company has elected to measure all of its property, plant and equipment, Intangible assets and investment properties at their previous GAAP carrying value.

###### Investment in subsidiaries, joint controlled entities and associates

Ind AS 101 permits a first-time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind 27, or Deemed cost. The deemed cost of such investment shall be its fair value at date of transition to Ind AS of the Company, or previous GAAP carrying amount to the date. The Company has elected to measure its investment in subsidiary companies, joint controlled companies and associate company at previous GAAP carrying amount as its deemed cost on the transition date.

###### Fair Value Measurement of financial assets or financial liabilities at initial recognition

Ind AS 101 permits a first time adopter to apply requirements of paragraph B5.1.2A (b) of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind ASs. The company has elected to measure its investment in equity shares at previous GAAP carrying amount as its deemed cost on the transition date.

##### 38.1.2 Ind AS Mandatory exceptions applied

## Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

## De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The company has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

## Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

The company has classified its financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

### 38.2 First time adoption reconciliation

Particulars	Equity as at 31 March 2017	Equity as at 01 April 2016
<b>Equity as per previous GAAP</b>	<b>119,928,904</b>	<b>115,115,556</b>
<b>GAAP adjustments:</b>		
Impact on account of prior period expenses	(765,908)	(765,908)
Impact on account of Remeasurement and Restatement of Defined benefit liability	1,765,308	3,203,376
Impact of deferred taxes on the above adjustments	(297,487)	(199,642)
<b>Total - GAAP adjustments</b>	<b>701,913</b>	<b>2,237,826</b>
<b>Equity as per Ind AS</b>	<b>120,630,817</b>	<b>117,353,382</b>

### Reconciliation of total comprehensive income from previous GAAP to Ind AS

Particulars	Year ended 31 March 2017
<b>Net Profit for the period as per previous GAAP</b>	<b>4,813,348</b>
<b>GAAP adjustments:</b>	
Written back of Gratuity write off income	(2,047,384)
Impact on account of Defined benefit cost included in Profit and Loss Account	21,231
Impact of recognizing actuarial gains / losses on defined benefit obligations in other comprehensive income	(588,085)
Impact of deferred taxes on the above adjustments	671,957
<b>Total - GAAP adjustments</b>	<b>(19,42,281)</b>
<b>Net profit / (loss) after tax as per Ind AS</b>	<b>28,71,067</b>
Impact of recognizing actuarial gains / losses on defined benefit obligations in other comprehensive income	588,085
Impact of deferred taxes on the above adjustments	(181,718)
<b>Total - GAAP adjustments</b>	<b>406,367</b>
<b>Total comprehensive income after tax as per Ind AS</b>	<b>3,277,434</b>

### Explanation to Reconciliation

#### 1. Impact on account of prior period expenses

Previous GAAP - Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the Statement of profit and loss.

Ind AS - Prior period errors are corrected retrospectively by restating the comparative amount for prior period presented in which the error occurred or if the error occurred before the earliest period presented by restating the opening reserves.

#### 2. Impact of recognizing actuarial gains / losses on defined benefit obligations in other comprehensive income

Previous GAAP - Actuarial gains / losses on defined benefit obligations is recognised in statement of profit and loss.

Ind AS - Actuarial gains / losses on defined benefit obligations is recognised in other comprehensive income (OCI). Consequently, actuarial loss of Rs.44005 on 01-04-2016 and Actuarial gain of Rs. 588085 on 31-03-2017 have been recognised in OCI.

#### 3. Impact of deferred taxes on the above adjustments

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP) for computation of deferred tax has impacted the reserves on date of transition, with consequential impacts to the statement of profit and loss for the subsequent periods.

## 39. 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 Denomination 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

- a). For The purpose of the clause, the term " Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economics Affairs number S.O. 3407(E), dated November 8, 2016

As per our report of even date

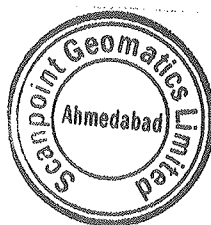
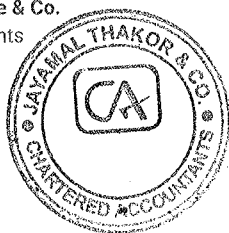
For and on behalf of the Board of Directors of  
Scanpoint Geomatics Limited

For Jayamal Thakore & Co.  
Chartered Accountants

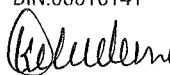


Shivani Jain  
(Partner)  
M. No: 175094

Ahmedabad, May 30, 2018

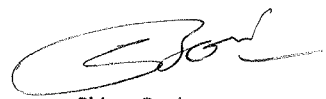



Ramesh Sojitra  
Managing Director  
DIN:00016141

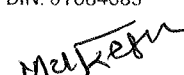


Kanti V. Ladani  
Director & CFO  
DIN: 00016171

Ahmedabad, May 30, 2018



Chirag Soni  
Whole Time Director  
DIN: 01684683



Mukesh Limbachiya  
Company Secretary  
M. NO: 45768

## 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.

### Yearly Stock Market Quotation

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 ended on 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 (₹)
2018	42.65	January 9, 2018	4,28,345	17.75	October 3, 2017	30,147	24.58
2017	34.00	April 11, 2016	4,883	15.30	December 13, 2016	2,58,788	22.95
2016	42.30	June 2, 2015	49,400	17.60	April 9, 2015	36,91,548	28.01

(Source: [www.bseindia.com](http://www.bseindia.com))

### Monthly Stock Market Quotation

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
February 2019	38.75	February 12, 2019	52,859	29.80	February 27, 2019	47,332	34.51	20
January 2019	39.65	January 1, 2019	21,418	35.65	January 22, 2019	30,260	37.65	23
December 2018	40.20	December 5, 2018	1,12,188	35.30	December 3, 2018	37,022	37.84	20
November 2018	38.45	November 7, 2018	34,087	32.60	November 5, 2018	40,886	35.87	20
October 2018	38.90	October 12, 2018	61,985	33.50	October 1, 2018	1,01,523	37.63	21
September 2018	39.95	September 10, 2018	84,554	30.00	September 21, 2018	1,09,856	37.19	18

(Source: [www.bseindia.com](http://www.bseindia.com))

### Weekly Stock Market Quotation

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

<b>Week Ended on</b>	<b>Closing Price (₹)</b>	<b>High (₹)</b>	<b>Date of High</b>	<b>Low (₹)</b>	<b>Date of Low</b>
March 15, 2019	31.75	32.80	March 15, 2019	29.10	March 11, 2019
March 8, 2019	29.35	31.95	March 5, 2019	29.00	March 8, 2019
March 1, 2019	30.60	35.30	February 25, 2019	29.80	February 27, 2019
February 22, 2019	33.90	34.20	February 22, 2019	31.05	February 18, 2019

(Source: [www.bseindia.com](http://www.bseindia.com))

The closing price of the Equity Shares as on February 15, 2019 was ₹32.10 on the BSE, the trading day immediately following the day on which Board of Directors approved the Issue.

The closing market price of our Equity Shares as on March 15, 2019, the trading day immediately prior to the date of this Draft Letter of Offer, was ₹ 31.75 on BSE.

The Issue Price will be arrived at by our Company in consultation with the Lead Manager to the Issue.

## ACCOUNTING RATIOS AND CAPITALISATION STATEMENT

### Accounting Ratios

The following table presents certain accounting and other ratios derived from our audited standalone and consolidated financial statements and the limited review standalone and consolidated financial results as on and for the nine months period ended December 31, 2018 included in the section titled “*Financial Information*” beginning on page 69 of this Draft Letter of Offer.

#### Accounting Ratios (Standalone)

Particulars	Nine months period ended December 31, 2018	Year ended March 31, 2018	Year ended March 31, 2017
Earnings Per Share			
(a) Basic Earnings Per Share (after extraordinary items) (₹)	0.24	0.39	0.18
(b) Diluted Earnings Per Share (after extraordinary items) (₹)	0.24	0.39	0.18
Return on Net Worth (after extraordinary items and excluding revaluation reserves) (%)	2.49	2.76	4.01
Net Asset Value / Book Value per Equity Share each (₹)	9.61	9.50	4.46
EBITDA (₹ in Lakh)	86.60	217.30	120.28

#### Accounting Ratios (Consolidated)

Particulars	Nine months period ended December 31, 2018	Year ended March 31, 2018	Year ended March 31, 2017
Earnings Per Share			
(c) Basic Earnings Per Share (after extraordinary items) (₹)	0.24	0.39	N.A.
(d) Diluted Earnings Per Share (after extraordinary items) (₹)	0.24	0.39	N.A.
Return on Net Worth (after extraordinary items and excluding revaluation reserves) (%)	2.49	2.76	N.A.
Net Asset Value / Book Value per Equity Share each (₹)	9.61	9.50	N.A.
EBITDA (₹ in Lakh)	86.38	216.13	N.A.

### Capitalisation Statement

The statement on our capitalisation is as set out below:

#### Standalone capitalisation statement

(₹ in Lakh)		
Particulars	As at December 31, 2018 (Pre-Issue)	As adjusted for proposed Issue <sup>#</sup>
<b>Borrowings</b>		
Current Borrowings	937.57	[●]
Non-Current Borrowings (including current maturity)	405.53	[●]
<b>Total borrowings (A)</b>	<b>1,343.10</b>	<b>[●]</b>
<b>Total Equity</b>		
Share capital	901.71	[●]

Particulars	As at December 31, 2018 (Pre-Issue)	As adjusted for proposed Issue <sup>#</sup>
Reserves and surplus	3,431.75	[●]
<b>Total Equity (B)</b>	<b>4,333.46</b>	<b>[●]</b>
<b>Non-current Borrowings / Total Equity ratio</b>	<b>0.09</b>	<b>[●]</b>
<b>Total borrowings / Total Equity ratio (A/B)</b>	<b>0.31</b>	<b>[●]</b>

<sup>#</sup>The corresponding post Issue figures will be determined upon finalization of Issue Price.

#### Consolidated capitalisation statement

(₹ in Lakh)		
Particulars	As at December 31, 2018 (Pre-Issue)	As adjusted for proposed Issue <sup>#</sup>
<b>Borrowings</b>		
Current Borrowings	937.59	[●]
Non-Current Borrowings (including current maturity)	405.53	[●]
<b>Total borrowings (A)</b>	<b>1,343.12</b>	<b>[●]</b>
<b>Total Equity</b>		
Share capital	901.71	[●]
Reserves and surplus	3,430.35	[●]
<b>Total Equity (B)</b>	<b>4,332.06</b>	<b>[●]</b>
<b>Non-current Borrowings / Total Equity ratio</b>	<b>0.09</b>	<b>[●]</b>
<b>Total borrowings / Total Equity ratio (A/B)</b>	<b>0.31</b>	<b>[●]</b>

<sup>#</sup>The corresponding post Issue figures will be determined upon finalization of Issue Price.



## MATERIAL DEVELOPMENTS

Except as disclosed herein below, there are no material developments since March 31, 2018, which significantly affect the operations, performance, prospects or financial condition of our Company:

1. The Board of Directors, at its meeting held on August 14, 2018, has approved unaudited standalone and consolidated financial results for quarter ended June 30, 2018 in accordance with the requirements of the SEBI Listing Regulations.
2. The members of the Company, in the 26<sup>th</sup> Annual General Meeting held on September 29, 2018, have:
  - a. Approved and Adopted Financial Statements for the financial year ended March 31, 2018.
  - b. Accorded approval to the Board of Directors of the Company to enter into related party transactions for an amount not exceeding ₹ 5,000.00 Lakh severally with each related parties mentioned in the notice;
  - c. Approved the appointment of Mr. Manish Dangi as a Non-Executive Director of the Company, not liable to retire by rotation;
  - d. Approved the appointment of Mr. Ankur Fofaria as an Independent Director of the Company for a period of five consecutive years till August 13, 2023.
3. The Board of Directors, at its meeting held on November 14, 2018 has:
  - a. Approved unaudited standalone and consolidated financial results for quarter and half year ended September 30, 2018 in accordance with the requirements of the SEBI Listing Regulations;
  - b. Approved to avail finance facility from Bajaj Finance Limited up to an amount of ₹ 30.30 Lakh;
4. The Board of Directors, at its meeting held on February 14, 2019, has:
  - a. Approved unaudited standalone and consolidated financial results for the nine months period ended December 31, 2018 in accordance with the requirements of the SEBI Listing Regulations;
  - b. Fund raising of an amount aggregating up to ₹ 997.00 Lakh by way of issue of Equity Shares of the Company on a rights basis to all existing members of the Company as on the Record Date.

For details, please refer the chapter titled “*Financial Statements*” beginning on page 69 of this Draft Letter of Offer.

## SECTION VII – 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 of the Company, (b) material violations of statutory regulations by the Company or (c) proceedings relating to economic offences initiated against the Company, would have a material adverse effect on our business, the materiality threshold has been determined based on threshold prescribed under the SEBI Listing Regulations.*

*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 and our Subsidiary, which we consider material, is set forth below:

#### A. Legal proceedings initiated against our Company

1. 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 Sections 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.
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.

Sr. No.	Criminal Case No.	Amount claimed (₹ in Lakh)	Details of Claim
20.	5582 of 2017	1.8	Rent for the month of December, 2016.

2. Our Company had taken premise no. 12 in the building known as Abhishree Corporate Park, situated at Ambli sim Taluka Dascroi, Ahmedabad (“**Property**”), on lease for its corporate office from Mr. Rameshbhai Mohanbhai Patel and Mr. Jayantibhai Mohanlal Patel (being the owners of the Property) (“**Plaintiffs**”), *vide* the lease deed dated March 8, 2015 (“**Lease Deed**”). Our Company had issued various cheques towards payment of rent and maintenance charges for the Property for the months of May, July, August and September, 2016. Our Company received several notices alleging dishonor of these cheques and the Company has replied to the same. Pursuant to the same, the Plaintiffs filed a civil suit bearing case no. SPCS/137/2017 before the Hon’ble Court of Principal Senior Civil Judge, Ahmedabad (Rural), Mirzapur (“**Civil Court**”) against the Company and Mr. Rameshchandra K. Sojitra, wherein they also alleged that the Company and Mr. Rameshchandra K. Sojitra had illegally raised additional construction over the Property. Accordingly, the Plaintiffs have sought for (a) eviction and handing over the possession of the Property; (b) claiming an amount of ₹ 57.66 Lakh, being the compensation for the lock-in period of 3 (three) years and (c) claiming mesne profit of ₹ 3.61 Lakh per month from January 15, 2018 till the date of vacant and peaceful possession of the Property is handed over to them. The matter is currently pending before the Civil Court for further hearing.

**B. Legal proceedings initiated by our Company**

As on the date of this Draft Letter of Offer, there are no outstanding legal proceedings initiated by our Company.

**C. Legal proceedings initiated against our Subsidiary**

As on the date of this Draft Letter of Offer, there are no outstanding legal proceedings initiated against our Subsidiary.

**D. Legal proceedings initiated by our Subsidiary**

As on the date of this Draft Letter of Offer, there are no outstanding legal proceedings initiated by our Subsidiary.

## **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 existing lines of activity and projects:

1. Our Company is yet to file an application to obtain registration under the Gujarat Shops and Establishment Act, 1948 for its corporate office, 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 February 14, 2019 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, Promoter Group and the Directors of our Company have not been or are not 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.

Neither our Company nor the Directors or the Promoter or the Promoter Group of our Company have been or are 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.

Neither our Promoter nor our Directors are declared as Fugitive Economic Offenders.

### **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 the provisions of the Companies Act and other applicable laws.

### **Applicability of the SEBI ICDR Regulations**

The present Issue being of less than ₹ 1,000 Lakh, Our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations to extent applicable and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI, i.e. [www.sebi.gov.in](http://www.sebi.gov.in).

### **Compliance Part B of Schedule VI of the SEBI ICDR Regulations**

Our Company has complied with the requirements of Part B of Schedule VI of the SEBI ICDR Regulations, to the extent applicable, 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 SEBI Listing

Regulations, as applicable, for the last three years immediately preceding the date of filing of this Draft Letter of Offer with the BSE;

- 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.

## **DISCLAIMER CLAUSES**

### **1. SEBI**

As required, a copy of the Letter of Offer will be submitted to SEBI.

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THE 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 LETTER OF OFFER. THE LEAD MANAGER, VIVRO FINANCIAL SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 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 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 [•] WHICH READS AS FOLLOWS:**

**[•]**

**THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES 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 THE LETTER OF OFFER.**

### **2. 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 their 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.

**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.

### **3. 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.

### **4. Stock Exchange**

The Designated Stock Exchange for the purposes of this Issue will be the BSE. As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by the BSE to us, post scrutiny of this Draft Letter of Offer will be produced by our Company in the Letter of Offer.

### **Filing**

This Draft Letter of Offer has been filed with the BSE for seeking its in-principle approval for the listing of Rights Equity Shares issued pursuant to the Issue.

Further, the copy of Letter of Offer will be submitted to 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 the purpose of their information and dissemination on its website in terms of the provisions of the SEBI ICDR Regulations.

### **Selling Restrictions**

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 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 this Issue in any jurisdiction where action would be required for that purpose. 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, into 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.

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 this 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 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 Equity Shares in registered form must provide an address for registration of the Equity Shares in India.

**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.**

### **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 Equity Shares. We will apply to the BSE for listing and trading approvals in respect of the Rights 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 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 the applicable law.

### **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 to the Issue provides for a period for which records shall be retained by the Registrar to the Issue in order to enable the Registrar to the Issue 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 endeavor 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 India Private Limited**

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

**Contact Person:** Mr. Sumeet Deshpande

**Tele:** + 91-22-4918 6200

**Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Investor Grievance ID:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@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. Mukesh Limbachiya**

12, Abhishree Corporate Park,  
ISKCON- Ambli Road,  
Ahmedabad- 380058,  
Gujarat, India.

**Telephone:** +91-2717-297096/98

**Facsimile:** +91-2717-297039

**E-mail:** [cs@sgligis.com](mailto:cs@sgligis.com)

**Website:** [www.sgligis.com](http://www.sgligis.com)

#### **Status of Complaints**

- a. Total number of complaints received during FY 2015-16: 1 complaint received and resolved
- b. Total number of complaints received during FY 2016-17: 1 complaint received and resolved
- c. Total number of complaints received during FY 2017-18: 4 complaints received and resolved
- d. Time normally taken for disposal of various types of investor complaints:
  - a. Share transfer process: Within 15 (fifteen) days after receiving full set of documents
  - b. Share transmission process: Within 21 (twenty one) days after receiving full set of documents
  - c. Other Complaints: Within 7 (seven) to 10 (ten) days from the receipt of the Complaint

#### **Status of outstanding investor complaints**

As on the date of this Draft Letter of Offer, there were no outstanding Investor complaints.

## SECTION VIII – 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.

**In terms of the SEBI ICDR Regulations and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together the “ASBA Circulars”), all Eligible Equity Shareholders who (a) hold Equity Shares in dematerialized form, (b) have not renounced their Rights Entitlement in part or in full, and (c) are not Renouncees, shall use the ASBA process to make an application in the Issue. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and may apply for Rights Equity Shares only through the non-ASBA process, irrespective of the application amounts/Applicant category.**

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 168 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.

**In terms of the ASBA Circular 2009, for being eligible to apply in the Issue through the ASBA process, an Eligible Shareholder:**

- should hold the Equity Shares in dematerialised form as on the Record Date and applies for his/ her Rights Entitlement and/or additional CCDs in dematerialised form;
- should not have renounced his/ her Rights Entitlement in full or in part;
- should not be a Renouncee; and
- must apply through blocking of funds in an account maintained with an SCSB.

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 February 14, 2019, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable laws.

### **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 the 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 the 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 the 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 RIGHTS 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 Rights Equity Share 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 [●] 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 [●] Additional Rights Equity Share if he has applied for the same.

Also, those Equity Shareholders holding [●] Equity Shares and therefore entitled to 'Zero' Rights Equity Share 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 1 (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. **CAFs with zero entitlement will be non-negotiable/non-renounceable.**

## 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 Rights 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 from BSE pursuant to its letter dated [●].

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 Rights Equity Shares shall be traded on Stock Exchange 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 the specified time.

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, 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.

### **Subscription by Promoter and Promoter Group**

For details of the intent and extent of the subscription by our Promoter and Promoter Group, please see the chapter titled “*Capital Structure*” beginning on page 46 of this Draft Letter of Offer.

### **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 Rights 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 Rights 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 entitles, 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 Rights 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 Rights 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.

#### **Restrictions on transfer and transmission of shares and on their consolidation/splitting**

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue.

However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, the request for transfer of securities shall not effected unless the securities are held in the dematerialized form with a depository.

#### **Notices**

All notices to the Eligible Equity Shareholder(s) required to be given by our Company will be sent by registered post/ speed post/courier/other permissible mode to the registered address of the Eligible Equity Shareholders in India or the Indian address provided by the Eligible Equity Shareholders and/or may be published in the newspaper as per the requirement of applicable laws. 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 and its Directors (who are officers in default) shall pay interest for the delayed period, at such rates as prescribed under the Companies Act.

## PROCEDURE FOR APPLICATION BY NON-ASBA INVESTORS

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 terms of the SEBI ICDR Regulations and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together the “ASBA Circulars”), all Eligible Equity Shareholders who (a) hold Equity Shares in dematerialized form, (b) have not renounced their Rights Entitlement in part or in full, and (c) are not Renouncees, shall use the ASBA process to make an application in the Issue. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and may apply for Rights Equity Shares only through the non-ASBA process, irrespective of the application amounts/Applicant category.**

### 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 heading titled “*Application on Plain Paper (Non-ASBA Process)*” beginning on page 160 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. Only 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 162 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.

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 Rights Equity Shares renounced in their favour may also apply for Additional Rights Equity Shares. The application for Additional Rights Equity Shares from a person resident outside India shall be subject to provisions of FEMA Regulations.

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 Rights 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 Rights 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 (except minors having valid demat accounts as per the demographic details provided by the Depositories), (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.

The Renunciation from (i) resident Indian Equity Shareholder(s) to non-resident, or (ii) non-resident Equity Shareholder(s) to resident Indian(s), or (iii) from a non-resident Equity Shareholder(s) to other non-resident(s), shall be subject to provisions of FEMA Regulations and other circular, directions, or guidelines issued by RBI from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Regulations and other circular, directions, or guidelines issued by RBI from time to time.

**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 Rights Equity Shares offered, using the enclosed CAF:

<b>Sr. No.</b>	<b>Options Available</b>	<b>Action Required</b>
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)

Sr. No.	Options Available	Action Required
3.	Accept a part of Rights Entitlement and renounce the balance to one or more Renouncee(s)  OR  Renounce Rights Entitlement to all the Rights Equity Shares offered to more than one Renouncee.	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 once. On receipt of the SAF take action as indicated below:  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 Rights 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 Rights 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](http://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 Closing 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 (Non – ASBA Process)**

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 162 and 163 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. Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
14. 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 to the Issue shall obtain the bank account details from the information available with the Depositories.
15. In case of non-resident Equity Shareholders, NRE/FCNR/NRO account number, name and address of the bank and branch;
16. If payment is made by a draft purchased from an 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 NRE/FCNR/NRO Account;
17. Additionally, Applicants are deemed to have accepted the following:

*“I/We understand that neither the Rights Entitlement nor the Rights 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”) or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act (“Regulation S”). 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 a resident of the United States “U.S. Person” (as defined in Regulation S) 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 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 (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/or the Rights Equity Shares is/are, outside the United States, (ii) am/ are not a “United States person” as defined in Regulation S, and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*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 and no liability shall arise on part of our Company, Lead Manager and our Directors. In cases where multiple CAFs are submitted, including cases where an Applicant submits CAFs along with a plain paper application, such applications shall be liable to be rejected.**

The plain paper application format will be available on the website of the Registrar to the Issue at [www.linkintime.co.in](http://www.linkintime.co.in).

### **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 on page 177 of this Draft Letter of Offer.

### **Modes of Payment**

Investors are advised to use CTS cheques/demand drafts. 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 to the Issue 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 to the Issue 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 to the Issue 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, 1<sup>st</sup> Floor, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai - 400083, Maharashtra, India.

**Telephone:** + 91-22-4918 6200

**Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Investor Grievance Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Contact Person:** Mr. Sumeet Deshpande

**SEBI Registration Number:** INR000004058

2. Applications will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
3. All cheques / demand drafts accompanying the CAF should be drawn in favour of “**Scanpoint Geomatics Limited – Rights Issue - NR**” (in case applying with repatriation benefits) or “**Scanpoint Geomatics Limited – Rights Issue - R**” (in case applying without repatriation benefits), 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/ Collecting Bank or to the Registrar to the Issue on or before Issue Closing Date;
4. Non-resident Equity Shareholders 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**” (in case applying with repatriation benefits) or “**Scanpoint Geomatics Limited – Rights Issue - R**” (in case applying without repatriation benefits), crossed ‘A/c Payee only’ payable at Mumbai directly to the Registrar to the Issue 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 to the Issue will not be responsible for postal delays or loss of applications in transit, if any.
5. Payment by non-residents must be made by demand draft payable at Mumbai or Ahmedabad / cheque drawn on a bank account maintained at Mumbai or Ahmedabad or funds remitted from abroad in any of the following ways:

### Application with repatriation benefits

1. By Indian Rupee drafts purchased from abroad and payable at Mumbai or Ahmedabad or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate); or
2. 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;
3. By Rupee draft purchased by debit to NRE/FCNR Account maintained elsewhere in India and payable at Mumbai or Ahmedabad;
4. FPIs registered with SEBI must utilise funds from special non-resident rupee account;

5. 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 to the Issue;
6. Applicants should note that where payment is made through drafts purchased from NRE/ FCNR 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 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**

1. 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 Ahmedabad or Rupee Draft purchased out of NRO Account maintained elsewhere in India but payable at Mumbai or Ahmedabad. In such cases, the Allotment of Rights Equity Shares will be on non-repatriation basis.
2. 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 to the Issue;
3. Applicants should note that where payment is made through drafts purchased from NRE/ FCNR/ NRO 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.
4. 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:**

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the IT Act.
2. 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.
3. 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.
4. 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.

#### **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 (Non-ASBA Process)*” under this chapter 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 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 Rights 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 Equity Shares 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 the Issue 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 to the Issue 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 to the Issue 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 Rights 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 Rights 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 Rights Equity Shares, including any change in address of the Investors should be addressed to the Registrar to the Issue 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 Rights 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 to the Issue 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 to the Issue will acknowledge receipt of the same by stamping and returning the acknowledgment slip at the bottom of the CAF.
- q) The distribution of the Letter of Offer and issue of Rights 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 the Letter of Offer and not to attempt to subscribe for Rights Equity Shares.
- r) Investors shall be given an option to get the Rights Equity Shares in demat or physical form.
- s) Investors are requested to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

***Do's and Don'ts for non-ASBA Investors:***

<b>Do's</b>	<b>Don'ts</b>
a) Check if you are eligible to apply i.e. you are an Eligible Equity Shareholder on the Record Date.	a) Do not apply if you are not eligible to participate in the Issue the securities laws applicable to your jurisdiction.
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.	b) Do not apply on duplicate CAF after you have submitted a CAF to a collection branch of the Bankers to the Issue.
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	c) Do not pay the amount payable on application in cash, by money order or by postal order

Do's	Don'ts
the beneficiary account is activated as the Rights 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.	d) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
e) Ensure that the value of the cheque/ draft submitted by you is equal to the (number of Rights Equity Shares applied for) X (Issue Price of Rights Equity Shares, as the case may be) before submission of the CAF.	e) Do not submit Application accompanied with stock invest.
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	

### 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. If the signature of the Applicant does not match with the one given on the CAF and for Renouncee(s) if the signature does not match with the records available with their depositories;
6. CAFs are not submitted by the Applicants within the time prescribed as per the CAF and the Letter of Offer;
7. CAFs not duly signed by the sole / joint Applicants;
8. CAFs/ SAFs by OCBs not accompanied by a copy of an RBI approval to apply in this Issue;

9. Submission of the CAFs to SCSBs;
10. Submission of plain paper Application to person other than Registrar to the Issue;
11. CAFs accompanied by stock invest/ outstation cheques/ post-dated cheques/ money order/ postal order/outstation demand drafts;
12. 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;
13. 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 Rights Equity Shares in compliance with all applicable laws and regulations;
14. CAFs which have evidence of being executed in/dispatched from restricted jurisdictions;
15. 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;
16. CAFs where our Company believes that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements;
17. In case the GIR number is submitted instead of the PAN;
18. 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;
19. Multiple CAFs, including cases where an Investor submits CAFs along with a plain paper application;
20. Applications from ASBA Investors applying in the Issue for Rights Equity Shares, not through ASBA Process.

**Please read the 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 the Letter of Offer and must be carefully followed. The CAF is liable to be rejected for any non-compliance of the provisions contained in the Letter of Offer.**

#### **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 terms of the SEBI ICDR Regulations and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together the “ASBA Circulars”), all Eligible Equity Shareholders who (a) hold Equity Shares in dematerialized form, (b) have not renounced their Rights Entitlement in part or in full, and (c) are not Renouncees, shall use the ASBA process to make an application in the Issue. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and may apply for Rights Equity Shares only through the non-ASBA process, irrespective of the application amounts/Applicant category.**

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. 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.

#### **Self-Certified Syndicate Banks**

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 to the Issue 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 Rights Equity Shares either in full or in part, by filling Part A of the respective CAFs sent by the Registrar to the Issue, 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. 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 BSE.

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 ICDR Regulations, into a separate bank account maintained by our Company for the purpose of the Issue, as per the provisions of section 40(3) of the Companies Act. 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 terms of the SEBI ICDR Regulations and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together the “ASBA Circulars”), all Eligible Equity Shareholders who (a) hold Equity Shares in dematerialized form, (b) have not renounced their Rights Entitlement in part or in full, and (c) are not Renouncees, shall use the ASBA process to make an application in the Issue. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and may apply for Rights Equity Shares only through the non-ASBA process, irrespective of the application amounts/Applicant category.**

#### **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 Rights Equity Shares, using the respective CAFs received from Registrar to the Issue:

<b>Option Available</b>	<b>Action Required</b>
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 (ASBA Process)**

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 Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of Issuer, being Scanpoint Geomatics Limited
2. Name and address of the Eligible Equity Shareholder including joint holders;
3. Registered DP and Client ID No.;

4. Number of Equity Shares held as on Record Date;
5. Allotment option – Only demat form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for;
8. Number of Additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total amount to be blocked at the rate of ₹ [●] per Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. 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;
13. 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 Rights Equity Shares applied for pursuant to the Issue;
14. Signature of the Eligible Equity Shareholders to appear in the same sequence and order as they appear in our records; and
15. 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 Rights 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”) or to or for the account or benefit of a “U.S. Person” as defined in Regulation S under the US Securities Act (“Regulation S”). 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 a resident of the United States “U.S. Person” (as defined in Regulation S) 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 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 Rights Equity Shares 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, DP and Client ID No. 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 Rights Equity Shares 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 that in terms of the SEBI ICDR Regulations and subject to the conditions prescribed under the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 and SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (together the “ASBA Circulars”), all Eligible Equity Shareholders who (a) hold Equity Shares in dematerialized form, (b) have not renounced their Rights Entitlement in part or in full, and (c) are not Renouncees, shall use the ASBA process to make an application in the Issue.

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.

#### **Do's and Don'ts for ASBA Investors**

<b>Do's</b>		<b>Don'ts</b>	
a)	Ensure that the ASBA Process option is selected in Part A of the CAF and necessary details are filled in	a)	Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction
b)	Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as Rights Equity Shares will be allotted in the dematerialized form only	b)	Do not apply on duplicate CAF after you have submitted a CAF to a Designated Branch of the SCSB
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	c)	Do not pay the amount payable on application in cash, by money order, pay order or by postal order
d)	Ensure that there are sufficient funds (equal to {number of Rights Equity Shares as the case may be applied for} X {Issue Price of Rights Equity Shares, 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	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)	Ensure that you have authorised the SCSB for	e)	Do not submit the GIR number instead of the PAN

Do's		Don'ts	
	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		as the application is liable to be rejected on this ground
f)	Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the CAF in physical form	f)	Do not apply if the ASBA account has been used for five Eligible Shareholders
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	g)	Do not apply through the ASBA Process if you are not an ASBA Eligible Shareholder
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	h)	Do not instruct the SCSBs to release the funds blocked under the ASBA Process
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		

#### 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 167 of this Draft Letter of Offer, applications under the ASBA Process are liable to be rejected on the following grounds:

1. Application on a SAF (unless all the SAFs are used by the original shareholder).
2. Application for Allotment of Rights Entitlements or Additional Rights Equity Shares which are in physical form.
3. DP ID and Client ID mentioned in CAF not matching with the DP ID and Client ID records available with the Registrar.
4. Sending an ASBA application on plain paper to person other than SCSB.
5. Sending CAF to Lead Manager / Registrar to the Issue / 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.
6. Renouncee applying under the ASBA Process.
7. Submission of more than five CAFs per ASBA Account.
8. Insufficient funds are available with the SCSB for blocking the amount.
9. Funds in the ASBA Account whose details are mentioned in the CAF having been frozen pursuant to regulatory orders.
10. Account holder not signing the CAF or declaration mentioned therein.

11. 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.
12. CAFs which have evidence of being executed in/dispatched from any restricted jurisdiction.
13. Multiple CAFs, including cases where an Eligible Shareholder submits CAFs along with a plain paper application.
14. Submitting the GIR instead of the PAN.
15. 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.
16. 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.
17. ASBA Bids by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
18. Applications by Eligible Shareholders ineligible to make applications through the ASBA process, made through the ASBA process.
19. ASBA Investors who have a bank account with an SCSB providing ASBA facility in the location of the ASBA Investors and the Application by the ASBA Investors is not made through that SCSB providing ASBA facility in such location.
20. Failure to mention an Indian address in the Application. Application with foreign address shall be liable to be rejected.

#### **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 DEMATERIALIZED 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.

### **Underwriting**

The Issue is not underwritten.

### **Issue Schedule**

<b>Issue Opening Date</b>	<b>[●]</b>
<b>Last date for receiving requests for SAFs</b>	<b>[●]</b>
<b>Issue Closing Date</b>	<b>[●]</b>

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 and Eligible Equity Shareholders with zero entitlement, 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 Rights 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 Rights 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 (e) 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.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar to the Issue shall send to the Controlling Branches, a list of the ASBA Investors who have been allocated Rights Equity Shares 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 Rights 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 and its directors (who are officers in default) 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 Rights 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 two months 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 Rights Equity Shares in Dematerialised Form**

Investors shall be allotted the Rights Equity Shares in dematerialized (electronic) form at the option of the Applicant. Our Company has signed a tripartite agreement with NSDL and CDSL on September 28, 2016 and September 15, 2016 respectively, 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.

In this Issue, the Investors who have opted for Rights Equity Shares in dematerialized form will receive their Rights 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 Rights Equity Shares to the Investor's depository account. CAFs, which do not accurately contain this information, will be given the Rights Equity Shares in physical form. No separate CAFs for Rights Equity Shares in physical and /or dematerialized form should be made. If such CAFs are made, the CAFs for physical Rights 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 Rights Equity Shares sought in demat and balance, if any, will be allotted in physical Rights 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.**



**In accordance with the SEBI ICDR Regulations, the option to receive the Rights Equity Shares in physical form is available only for a period of six months from the date of coming into force of the SEBI ICDR Regulations, i.e., until May 10, 2019. In case, Allotment in the Issue occurs subsequent to May 10, 2019, the Terms of the Issue will be modified to this extent in the Letter of Offer. Please see “Risk Factor No. 40– Investors may not have the option to receive Rights Equity Shares in physical 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 Rights 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 Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the application is liable to be rejected.

### **Investment by AIFs, FVCI and VCF**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other

categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

### **Investment by FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares 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.

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.

In terms of FEMA Regulations, in case the total holding of an FPI increases to 10% or more of our post-Issue Equity Share capital, the total investment made by the FPI shall be re-classified as FDI by our Company subject to such conditions as may be specified by SEBI and RBI in this regard and the FPI and our Company shall be required to comply with reporting and other requirements specified under FEMA Regulations.

### **Investment by NRIs**

Investments by NRIs are governed by Regulation 5 of the FEMA Regulations. Applications will not be accepted from NRIs in restricted jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

### **Applications by Mutual Funds**

A separate application can be made in respect of each scheme of an Indian mutual fund registered with the SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

### **Applications by Systemically Important Non-Banking Financial Companies**

In case of application made by Systemically Important Non-Banking Financial Companies registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

### **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 –

*“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 involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower 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.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.*

Explanation - For the purposes of this section-

- (i) “fraud” in relation to affairs of a company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss;*
- (ii) “wrongful gain” means the gain by unlawful means of property to which the person gaining is not legally entitled;*
- (iii) “wrongful loss” means the loss by unlawful means of property to which the person losing is legally entitled.”*

### **Dematerialized dealing**

Our Company has entered into agreements dated September 28, 2016 and September 15, 2016 with NSDL and CDSL, respectively, and our 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 Rights 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 and its Directors (who are officers in default) 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.

### **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 Rights Equity Shares are to be listed will be taken within the period specified by SEBI.
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. In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
6. 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.

Further, our Company confirms that –

1. 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 Rights Equity Shares issued/ offered in the Issue are listed or till the Application Money are refunded on account of non-listing, under-subscription etc.
2. 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.

3. At any given time there shall be only 1 (one) denomination for the Equity Shares of our Company.
4. 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 the 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, 1<sup>st</sup> Floor, 247 Park, LBS Marg,  
Vikhroli (West), Mumbai – 400083, Maharashtra, India.

**Telephone:** + 91-22-4918 6200; **Facsimile:** +91-22-4918 6195

**Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Investor Grievance Email:** [scanpoint.rights2019@linkintime.co.in](mailto:scanpoint.rights2019@linkintime.co.in)

**Contact Person:** Mr. Sumeet 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 IX – 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 the Letter of Offer until the Issue Closing Date.

#### **A. Material contracts for inspection:**

1. Issue agreement dated March 16, 2019 between our Company and Vivro Financial Services Private Limited;
2. Memorandum of Understanding/ Registrar Agreement dated March 16, 2019 between our Company and Link Intime India Private Limited;
3. Tripartite agreement dated September 15, 2016 between our Company, CDSL and Link Intime India Private Limited;
4. Tripartite agreement dated September 28, 2016 between our Company, NSDL and Link Intime India Private Limited;
5. Escrow Agreement dated [●] amongst our Company, the Lead Manager, the Registrar to the Issue and the Escrow Collection Bank/Bankers to the Issue.

#### **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 7, 1992 issued by Registrar of Companies, Ahmedabad, Gujarat;
3. Certificate of Commencement of business dated March 6, 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 February 14, 2019 in relation to this Issue and other related matters;
6. 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 to include their names in this Draft Letter of Offer and to act in their respective capacities;
7. Annual Reports of our Company for FY 2018, 2017, 2016, 2015 and 2014;
8. A Statement of tax benefits dated February 15, 2019 received from M/s. Jayamal Thakore & Co., Chartered Accountants, Statutory Auditors regarding possible special tax benefits available to our Company and its shareholders;
9. Audited standalone and consolidated financial statements for the Financial Year 2017-18 dated May 30, 2018 and unaudited limited reviewed standalone and consolidated financial results for the nine months period ended December 31, 2018 as submitted to the Stock Exchange in terms of the SEBI Listing Regulations;

10. Loan Agreement dated February 14, 2019 executed between Mr. Rameshchandra K. Sojitra and our Company;
11. Loan Agreement dated February 14, 2019 executed between Props Corporate Mentors Private Limited and our Company;
12. Loan Agreement dated February 14, 2019 executed between Turnrest Resources Private Limited and our Company;
13. Certificate obtained from M/s Talati & Talati, Chartered Accountants dated March 13, 2019 for utilization of borrowings for the purposes for which they were availed;
14. The copy of Letter of Offer dated February 14, 2018 issued in connection with the previous rights issue of our Company;
15. In-principle listing approval dated [●] from BSE.

*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 and the rules made thereunder. 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

Sd/-  
**Rameshchandra K. Sojitra**  
(Managing Director)

Sd/-  
**Chirag J. Soni**  
(Whole time Director)

Sd/-  
**Rameshchandra K. Sojitra**  
(Managing Director)

Sd/-  
**Chirag J. Soni**  
(Whole time Director)

Sd/-  
**Dinesh J. Shah**  
(Independent Director)

Sd/-  
**Kantilal V. Ladani**  
(Executive Director)

Sd/-  
**Mitesh K. Sanghvi**  
(Non-Executive Director)

Sd/-  
**Pooja S. Shah**  
(Independent Director)

Sd/-  
**Manishkumar G. Dangi**  
(Non-Executive Director)

Sd/-  
**Ankur M. Fofaria**  
(Independent Director)

### SIGNED BY THE CHIEF FINANCIAL OFFICER

Sd/-  
**Kantilal V. Ladani**  
(Chief Financial Officer)

**Date:** March 16, 2019  
**Place:** Ahmedabad