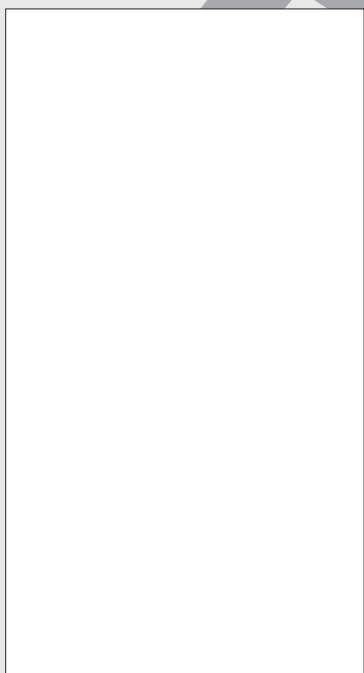


# 22nd Annual Report 2013-2014



BOOK-POST



If undelivered, please return to  
**SCANPOINT GEOMATICS LIMITED**

Regd. Office: 'Scan House' B/h, Town Hall, Ashram Road, Ahmedabad - 380 006, (Gujarat)  
Phone : +91 79 26575371 Fax : +91 79 26575564 CIN : L22219GJ1992PLC017073  
Email : [info@scanpointgeomatics.com](mailto:info@scanpointgeomatics.com) web : [www.scanpointgeomatics.com](http://www.scanpointgeomatics.com)

## CORPORATE INFORMATION

### **Board of Directors**

Shri Ramesh K. Sojitra	Chairman & Managing Director
Shri Arup Ranjan Dasgupta	Director
Shri Chirag J. Soni	Whole Time Director
Shri Dinesh J. Shah	Director
Shri Kanti V. Ladani	Director
Shri Raaja P. Jain	Director

### **Committees of Boards**

Audit Committee  
Stakeholder's Grievance & Relationship Committee  
Nomination & Remuneration Committee

### **Statutory Auditors**

Manoj Acharya & Associates  
Chartered Accountants  
219, Ashirwad Market,  
Kalupur, Ahmedabad - 380 002.

### **Bankers**

Bank of India

### **Registrar and Share Transfer Agent**

Sharepro Services (India) Pvt. Ltd.  
416-420, 4<sup>th</sup> Floor, Devnandan mall,  
Opp. Sanyash Ashram, Ashram Road,  
Ahmedabad – 380006 (Gujarat).  
Phone No. +9179 – 26582381 to 84  
Fax no. +9179 – 2658238

**Listing** Bombay Stock Exchange Limited

### **Depositories**

National Securities Depository Limited  
Central Depository Services (India) Limited

**ISIN** : INE967B01028



Scanpoint Geomatics Ltd.

### **Registered & Corporate Office**

'Scan House' B/h, Town Hall, Ashram Road,  
Ahmedabad - 380 006. (Gujarat)  
**Phone** : +91 79 26575371 **Fax** : +91 79 26575584  
**CIN** : L22219GJ1992PLC017073  
**Email** : [info@scanpointgeomatics.com](mailto:info@scanpointgeomatics.com)  
**web** : [www.scanpointgeomatics.com](http://www.scanpointgeomatics.com)

## NOTICE

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of Scanpoint Geomatics Limited will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 10.30 A.M., at the Registered Office of the Company at "Scan House" B/h. Town hall, Ashram Road, Ahmedabad – 380006, to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit & Loss Account for the financial year ended on that date together with the Report of the Board of Director and Auditors thereon.
2. To appoint a Director in place of Mr. Dinesh J. Shah, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arupranjan Dasgupta, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this connection to pass with or without modification, the following resolution as an

### **ORDINARY RESOLUTION**

**"RESOLVED THAT** M/s. Manoj Acharya & Associates, Chartered Accountants, Ahmedabad be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 22<sup>nd</sup> Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting of the Company, provided such appointment shall be subject to ratification in every annual general meeting till the 25<sup>th</sup> Annual General Meeting by way of passing of an ordinary resolution, on a remuneration as may be decided mutually by the Board of Directors of the Company in consultation with the aforesaid firm of Auditors."

Date: 30<sup>th</sup> July, 2014

Place: Ahmedabad

### **Registered Office:**

SCAN HOUSE, B/h Town Hall,  
Ashram Road, Ahmedabad – 380006.

### **Notes:**

- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must reach the registered office of the Company not less than 48 hours before the scheduled commencement of the meeting. A person can act as proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- The Register of Members and Share Transfer Register will remain closed from 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both day inclusive) for the purpose of payment of the dividend for the financial year 2013-14.
- Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/ bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
- Members seeking any information with regard to accounts are requested to write to the Company at

On behalf of the Board of Directors  
Ramesh K. Sojitra  
Chairman & Managing Director

least 10 days before the meeting so as to enable the management to keep the information ready.

- Members who wish to attend the meeting are requested to bring attendance slip sent herewith duly filed & signed, and the copy of the annual report. Copies of the annual report will not be distributed at the meeting.
  - Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
  - All the documents referred to in the Notice will be available for the inspection at the company's registered office during normal business hours on working days upto the date of AGM.
  - The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies vide Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively in terms of which a Company would have ensured compliance with the provisions of Section 53 of the Companies Act 1956, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company. The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Financial Statements for the year ended March 31, 2014, to all those Members whose e-mail IDs are available with the Company's Registrar and TransferAgent.
- Further, in terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered. In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Sharepro Services (India) Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. (CDSL). The detailed process, instructions and manner for e-voting facility is enclosed herewith.

#### Instruction for e-voting

#### **SECTION A-E-VOTING PROCESS - MEMBERS HOLDING SHARES IN DEMAT FORM**

- Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" to cast your vote(s).
- Select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Fill up the following details in the appropriate boxes [also refer Section C (IV) below]

**EVSN** 140905075

- User-ID**
- For NSDL: 8 character DP ID followed by 8 digit Client ID User
  - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID then enter the captcha code as displayed and click on login.
- PAN** Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company / Depository Participant are requested to use default value 'TRANS1234R' in the PAN field
- DOB#** Enter the date of birth recorded in the demat account or registered with the company for the demat account in DD/MM/YYYY format
- Dividend Bank Details#** Enter your dividend bank details (Account Number) recorded in the demat account or registered with the Company for the demat account
- #Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. The password has to be minimum eight characters consisting of one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
- Click on the Resolution File Link if you wish to view the Notice.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

#### **SECTION B - E-VOTING PROCESS - MEMBERS HOLDING SHARES IN PHYSICAL FORM**

- Open your web browser during the voting period and log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com)
  - Now click on "Shareholders" to cast your vote(s)
  - Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - Now fill up the following details in the appropriate boxes:-
- EVSN** 140905075
- User-ID** Folio Number registered with the Company then enter the captcha code as displayed and click on login.
- PAN** Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company are requested to use default value 'TRANS1234R' in the PAN field
- DOB#** Enter the date of birth recorded in the folio under which you are going to vote in DD/MM/YYYY format. In case the date of birth is not registered with the Company, numbers are requested to use default date '30/09/2014' in the DOB field
- Dividend Bank Details#** Enter your dividend bank details (Account number) recorded in the in the folio under which you are going to vote.

#Any one of the details should be entered for logging in to the account.

Step 5 After entering these details appropriately, click on "SUBMIT" tab.

Step 6 You will then reach directly to the voting screen.

For next steps, please refer to Step 7 to Step 11 as mentioned in Section A above.

#### COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- The e-Voting period commences on 25<sup>th</sup> September, 2014 (9.00 am) and ends on 26<sup>th</sup> September, 2014 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- Mr. Harish Jain, Proprietor of M/s Harish P. Jain & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. FCS: 4203; CP No: 4100) (Address: 302, "Narayankrupa Square", Nr. Sakar-V, B/h Old Natraj Cinema, Nr. Mithalali Railway Crossing, Off. Ashram Road, Ahmedabad-380009) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Contact Details Company

**Scanpoint Geomatics Limited**  
"Scan House" B/H. Town Hall, Ashram Road, Ahmedabad – 380006,  
Gujarat, India  
Email: [info@scanpointgeomatics.com](mailto:info@scanpointgeomatics.com)

#### Registrar & Transfer Agent

Sharepro Services (India) Pvt. Ltd.  
Email: [evoting@shareproservices.com](mailto:evoting@shareproservices.com)

#### e-voting Agency

**Central Depository Services (India) Limited**  
Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### Scrutinizer

**Mr. Harish Jain,**  
Proprietor of M/s Harish P. Jain & Associates,  
Practicing Company Secretaries  
Email: [cs.harishjain@gmail.com](mailto:cs.harishjain@gmail.com)

Date: 30<sup>th</sup> July, 2014  
Place: Ahmedabad

On behalf of the Board of Directors  
**Ramesh K. Sojitra**  
Chairman & Managing Director

## Director's Report

To :

**The Members,  
Scanpoint Geomatics Ltd. :**

Your Directors have great pleasure in presenting the Twenty Second Annual Report on the working of the Company, together with Audited Accounts for the financial year ended 31<sup>st</sup> March, 2014.

#### FINANCIAL RESULTS:

The Financial Results of the Company for the year are as under:

	<b>2013-2014</b>	<b>2012-2013</b> (Rs.in lacs)
Turnover	3,407.10	2,048.09
Net Profit from operation	120.08	140.66
Net Profit/(Loss) after tax	70.15	123.99
Surplus b/f. from previous year	932.23	808.23
Balance carried to B/Sheet	1,002.37	932.23

#### DIVIDEND:-

The overall performance of the Company has been satisfactory. The Company see favorable market conditions and growth prospects in years to come and to grasp the opportunities, the management has decided not to recommend any dividend during the current financial year.

#### REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE:-

The turnover of the company for the year under review has achieved an addition of 66.35% than that of turnover of previous year. Company has made operational net-profit of Rs. 120.08 Lacs against a profit of Rs. 140.66 Lacs during last financial year.

The financial year 2013-14 has been a significant year in the history of company. The Company has now started realizing the benefits of its investments and restructuring exercised in the last years.

During the year, the company achieved total sales of Rs. 3,447.10 Lacs recording growth of 66.35% in sales compared to previous year. The above sales reflect the significant business of the company and its presence in domestic and global markets.

#### FIXED DEPOSITS:-

The Company has not accepted any deposits, which attract the provisions of Section - 58A and Rules framed there under of the Companies Act, 1956.

#### DIRECTORS:-

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Shri Dinesh J. Shah and Shri Arupranjan Dasgupta are the Directors of the Company, who retire by rotation being eligible to offer themselves for their re-appointment at the ensuing Annual General meeting.

Brief resumes of the above directors proposed to be re-appointed, nature of their expertise in specific functional areas and names of the companies in which they hold directorship, memberships of Committees of the Boards, their shareholding in the Company as stipulated under Clause 49 of Listing Agreement are given in the Report on Corporate Governance forming part of the Annual Report.

#### PARTICULARS REQUIRED TO BE FURNISHED BY THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULE, 1988:-

The particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosures of the Particulars in Report of the Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption and foreign exchange earnings & expenditure are set out in "Annexure A" to this Report.

#### PARTICULARS OF EMPLOYEES:-

There are no employees who are in receipt of remuneration exceeding the amount prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

#### **INDUSTRIAL RELATIONS:-**

The industrial relations have remained cordial and harmonious during the year.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:-**

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility statement, the Directors confirm that:

- i) In preparation of annual accounts for the year ended 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed and that no material departures have been made from the same;
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and after the profit or loss of the company for that year;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts for the year ended 31<sup>st</sup> March, 2014 on a going concern basis.

#### **CORPORATE GOVERNANCE:-**

As stipulated in Clause 49 of the Listing Agreement with the Stock Exchange, a separate report on "Corporate Governance" as well as "Management Discussion and Analysis" confirming compliance is set out in the annexure forming part of this report. A certificate from the Practicing Company Secretary regarding compliance with Corporate Governance Norms stipulated in clause 49 of Listing Agreement is annexed to the Report on Corporate Governance.

#### **AUDITORS:-**

The Statutory Auditors of the Company, M/s. Manoj Acharya & Associates, Chartered Accountants, Ahmedabad, will retire at conclusion of ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

The Company has received a written certificate from the auditors stating that their appointment, if made, would be within the prescribed limit under Section 139(1) of the Companies Act, 2013 and the Rules made there under. The Board, on the recommendation of the Audit Committee, has also proposed that M/s. Manoj Acharya & Associates, Chartered Accountants, Ahmedabad, be re-appointed as Auditors of the Company.

Your Directors request you to reappoint the Auditors to hold the office from the conclusion of 22<sup>nd</sup> AGMs to the conclusion of the 25<sup>th</sup> AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and fix their remuneration.

#### **AUDITORS REPORT:-**

The Auditors' Report on the accounts of the Company for the accounting year ended 31<sup>st</sup> March, 2014 is self-explanatory and does not call for any further explanations or comments that may be treated as adequate compliance of Section 217(3) of the Companies Act, 1956.

#### **POSTAL BALLOT:-**

The Board of Directors at its meeting held on 30<sup>th</sup> July, 2014 had recommended to transact certain business through Postal Ballot. For the purpose of conducting the Postal ballot exercise Mr. Harish Jain, Proprietor of M/s Harish P. Jain & Associates, Practicing Company Secretaries, Ahmedabad was appointed as scrutinizer who will submit his report on 30<sup>th</sup> September, 2014 which will be declared by the Chairman of the Company at the registered office of the Company.

#### **CHANGE IN LEGISLATION GOVERNING COMPANIES IN INDIA:-**

During the year under review, the provisions of the new Companies Act have been made effective replacing the Companies Act of 1956. The Government has notified 287 sections out of total 470 sections which cover all the material provisions of the new Companies Act, 2013.

However, as clarified by the Ministry of Corporate Affairs, the provisions of Companies Act, 1956 would remain applicable in respect of preparation of financial accounts, auditor's report and director's report thereon for the financial year ended on 31<sup>st</sup> March, 2014.

#### **CHANGE IN NOMENCLATURE OF COMMITTEES AND ENHANCED THEIR SCOPE:-**

Pursuant to the introduction of the Companies Act, 2013 and the rules made there under, the Nomenclature of the Shareholders Grievance Committee has been changed to "Stakeholders Grievance and Relationship Committee" and the nomenclature of Remuneration Committee has been changed to "Nomination and Remuneration Committee".

The scope of terms of reference/scope for Audit Committee has been enhanced in line with the provisions of Section 177 of the Companies Act, 2013 with additional scope on vigil mechanism, safeguards against victimization of persons who use such mechanism, direct access to Chairperson of audit committee in appropriate or exceptional cases etc.

#### **VIGIL MECHANISM:-**

The provisions of section 177 (9) and (10) of the Companies Act, 2013 mandate every listed Company to establish vigil mechanism for directors and employees to report genuine concern in such manner as may be prescribed. We are pleased to report that your Company had formulated such mechanism. The Company has adopted Whistle Blower Policy as per clause 49 of the listing agreement.

The Board of Directors of the Company have at their meeting held on 30<sup>th</sup> July, 2014, approved revised Whistle Blower Policy to be in line with the provisions of Companies Act, 2013 read with the listing agreement.

Any director or employee of the Company, who observes any Unethical Behavior or Improper Practices or Wrongful conduct and / or financial or non financial mal practices or non compliance with legal requirements concerning the Company, is free to report to the specified officer in the mode as provided in the policy.

#### **INSURANCE:-**

Assets of your Company are adequately insured against various perils.

#### **ACKNOWLEDGEMENT:-**

The Board of Director express their sincere thanks and wishes to place on record its deep appreciation for the continued support, confidence and co-operation that the company has received from SAC-ISRO, ANTRIX, customers, suppliers, investors, bankers, government agencies and other associates. Your Directors also place on record their deep appreciation of the employees for the valued and continuous support at all levels for their services and commitment during the year.

On behalf of the Board of Directors

Date: 30<sup>th</sup> July, 2014  
Place: Ahmedabad

**Ramesh K. Sojitra**  
Chairman & Managing Director



## Annexure -A to Directors' Report

Information as per section 217(1) (e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Director Report for the year ended on 31st March, 2014.

### A. CONSERVATION OF ENERGY:

#### (a) Energy Conservation Measures :

The Company has adopted system of shutting down all electronics machineries and peripherals when they are not in use to avoid unnecessary wastage of energy.

#### (b) Impact of (a) above for reduction of energy consumption and consequent impact on cost of production of goods :

Our total energy cost is even less than one percent of our total turnover.

#### (c) Total energy consumption and energy consumption per unit of production, as per Form 'A' is not applicable in case of your company.

### B. TECHNOLOGY ABSORPTION:

Technology absorption as per Form "B" is not applicable in case of your Company.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	2013-2014 (Rs.)	2012-2013 (Rs.)
Foreign Exchange earnings	-----	2,635,519/-
Foreign Exchange outgo	62,377/-	123,028/-

Place : Ahmedabad

Date : 30<sup>th</sup> July, 2014

For and on Behalf of the Board of Directors

**Ramesh K. Sojitra**  
Chairman & Managing Director

## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Structure and Development:-

Overall, the year 2013-14 has been noteworthy with respect to the aftermath of recession; and ended with a growth, posting a positive guidance for the 2014-15.

The Company continues with the Agreement for promotion and marketing of IGIS technology with Antrix Corporation Ltd., the commercial arm of ISRO, Department of Space, Government of India.

During financial year 2013-2014, the Company has started realizing the benefits of its investments and restructuring exercise in the past years.

### PERFORMANCE SNAPSHOT:-

During the year, apart from increasing the domestic sales in educational, research and commercial institutions, your company has successfully entered the Government of India projects on National Land Records Modernisation Programme, NLRMP and the Jawahar Nehru National Urban Renewal Mission, JnNURM. Under NLRMP IGIS vertical for Land Information System has been used successfully for ten districts of Gujarat State and has become a de facto standard. Under JnNURM IGIS vertical for Urban Planning is being used for Surat Municipal Corporation and for ULBs in Dhalai district of Tripura State. Other districts, municipal corporations and ULBs are in the pipeline.

### FUTURE OUTLOOK:-

Your Company is now on strong footing to achieve its long term goals and the management is very excited to perform well in the years to come, it can now focus on opportunities in the global market and is geared up to exploring business prospects in foreign markets.

The main business of the company is to provide IGIS technology in the domain of Geomatics to several business areas. Geomatics is now being used in various segments including Environment, Healthcare, Forestry, Emergency Response, Land Information, Transportation, Resource Exploration, Agriculture,

Telecommunication, Urban Planning & Infrastructure, Defense & Security, and Power & Gas Utilities.

### RISKS & CONCERNS:-

As it is normal and prevalent for any business, the Company also is likely to face competition from existing companies. There can be risks inherent in meeting unforeseen situations, not uncommon in the industry. Your Company is fully aware of these challenges and is geared to meet them.

Your Company also recognizes the risks associated with business and would take adequate measures to address the associated risks and concerns.

Rising up to the new challenges will only be possible when we scale-up the value chain and put in efforts toward providing more and more of end-to-end solutions to the clients.

### INTERNAL CONTROL SYSTEMS AND ADEQUACY:-

The Company has adequate system of internal control implemented by the management towards achieving

- Efficiency in operations.
- Transparency and accuracy of financial reporting.
- Compliance with status and regulations.

The company has budgetary control systems and yearly budgets are prepared for each area of operation and it is compared with actual performance. The reasons for deviations are analyzed and appropriate actions are taken to rectify the deviations.

Internal audit program covers all areas of activities and reports are submitted to the management along with response from the concerned department / personnel for better and adequate control. These reports along with financial reports are placed before the audit committee for their review.

The company has well defined organizational structure, authority levels and internal rules and guidelines for conducting business transactions.

### HUMAN RESOURCES:-

Human resource is drawn from diverse academic backgrounds with emphasis on recruiting personnel with formal experience that matches the job profile. The company adopts progressive measures to motivate its employees to extract best performance and long-term commitment to the company. To keep abreast with changing environment and new skills the employees are provided regular training in their respective fields of work.

### CAVEAT:-

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information are external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, though utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on most of the important trends having a material impact on the Company's operations, no representation is made that the following presents an exhaustive coverage on and of all issues related to the same. The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic, and increasingly fraught with risk and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein. Readers are hence cautioned not to place undue reliance on these statements, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise.

## CORPORATE GOVERNANCE REPORT

### INTRODUCTION

Corporate Governance is the system by which Companies are directed and controlled. It also includes Board's accountability to the Company and stakeholders, strategic vision and effective monitoring by the Board, protection and equitable treatment of all stakeholders as well as timely disclosure.

Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. We have undertaken several initiatives towards maintaining the highest standards.

Corporate governance at Scanpoint Geomatics Limited is a value-based framework to manage our Company affairs in a fair and transparent manner. The Company believes in adopting and adhering to the best recognized Corporate Governance practices and continuously benchmarking itself against each such practice. As a responsible corporation, we use this framework to maintain accountability in all our affairs, and employ democratic and open processes. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, leadership and governance of the Company.

Above all else, corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair, play and sense of justice.

The detailed report on implementation by the Company, of the Corporate Governance Code as enshrined in Clause 49 of the Listing Agreements with the Stock Exchanges, is set out below:

#### 1 COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:-

The Company's commitment for effective Corporate Governance continues and the Company has always been at their benchmarking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders.

The Board of Directors ('the Board') is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

Your Company endeavor to adopt best governance practices. Our commitments are reflected in the steps that we have taken to ensure compliance of law and by regularly reviewing the systems and procedures. Your Company constantly strives to achieve enhancement of shareholders' value and effective utilization of resources to realize long term goals.

A strong governance process is integral to business success. For an important reason: a broad-based governance initiative harmonizes the interests of all stakeholders.

The company places emphasis on integrity of internal control systems and accountability and total compliance with all statutory and/or regulatory requirements.

#### 2 BOARD OF DIRECTORS:-

- (i) The Board of Directors of the Company has been constituted in manners which ensure the proper mix of Executive / Non Executive and Independent/Non-Independent Directors to ensure proper governance and management.

The composition of Boards of Directors, their attendance at the Board Meetings during the year, at the last Annual General Meeting and the numbers of other Directorship including private limited companies are as follows:

Sr. No.	Director & Category *	No. of Board Meetings Held	No. of Board Meetings Attended	Attended last AGM	No. of other Director Ships
1	Shri Ramesh K. Sojitra Managing Director Promoter/NI/EXE	7	7	Yes	4
2	Shri Dinesh J. Shah - I/NE	7	4	No	1
3	Shri Kanti V. Ladani - I/NE	7	7	Yes	2
4	Shri Chirag J. Soni - NI/EXE	7	7	Yes	-
5	Shri Arup Ranjan Dasgupta - I/NE	7	5	Yes	-
6	Shri Raaja P. Jain - I/NE	7	2	Yes	10

\* I - Independent, NI - Non Independent, NE - Non-Executive, EXE - Executive

#### (ii) Date & Numbers Of Board Meetings Held: -

During the year 2013-2014, Seventh Board Meetings were held, they were on 20/05/2013, 01/07/2013, 30/07/2013, 30/09/2013, 28/10/2013, 30/10/2013, and 30/01/2014.

#### (iii) Functioning of Board

The Following informations are submitted to Board of Directors

- Quarterly result of the Company including Operating Statements
- Minutes of meetings of audit committee and other committees of the Board as also resolutions passed by circulations, if any.
- The information on recruitment and remuneration of senior officials.
- Details of any Joint Ventures, acquisition of company or Contract etc.
- Internal audit findings (through Audit Committee)
- Non Compliance of any regulatory, statutory or listing requirements and shareholders services, delay in share transfers etc.

- (iv) The Company has adopted Codes of Ethical Conduct for (a) Directors and Senior Management personnel and (b) Executive Directors and Employee of the Company. The Managing Director of the Company has given a declaration to the effect that all the Directors and Senior Management personnel of the Company have given their affirmation of compliance with the Code.

The Board of Directors in routinely provided with all the information's under the above referred heads, whenever applicable and materially significant. These are submitted and discussed either as a part agenda papers or are on table in the course of the Board Meeting.

#### (v) Appointment/Re-appointment of Directors

The information on Directors recommended for appointment / re-appointment at the ensuing Annual General Meeting as required under Clause 49 of the Listing Agreement is as under:

##### Mr. Dinesh J. Shah, Director

Mr. Dinesh J. Shah aged 55 years has been a Member of the Board of the Company since 13-08-1994. He retires by rotation in the ensuing Annual General Meeting and is eligible for re-appointment.

He is a Chartered Accountant. He has got rich experience of 26 years.

He holds Directorship in one other company. He is Member of Audit Committee and Remuneration Committee of the Company. He holds 52000 shares of the Company.

##### Shri Arupranjan Dasgupta, Director

Shri Arupranjan Dasgupta, aged 69 Years has been appointed as Member of the Board of the Company with effect from 31-07-2007. He retires by rotation in the ensuing Annual General Meeting and is eligible for re-appointment.

He does not hold directorship in any other company. He is Member of Shareholders' Grievance Committee of the company. He does not hold any share in the Company in the individual capacity.

### 3. AUDIT COMMITTEE

The Audit Committee has been mandated with the terms of reference as specified in the revised Clause 49 of the Listing Agreement and enumerated in Section 292A of the Companies Act, 1956, which covers all the aspects stipulated by the SEBI Guidelines. The composition of the audit committee is as under

Sr. No.	Name of Members	Designation	Category
1.	Shri Kanti Ladani	Chairman	Non-Executive Director/Independent
2.	Shri Chirag J. Soni	Member	Executive Director
3.	Shri Dinesh J Shah	Member	Non-Executive Director/Independent

All the members attended Audit Committee meetings which were held during the financial year 2013-2014, on 20/05/2013, 30/07/2013, 30/10/2013, and 30/01/2014.

### 4. REMUNERATION COMMITTEE

Company has constituted a remuneration committee comprising of three Directors of as per the details given below.

Sr. No.	Name of Members	Designation	Category
1.	Shri Raaja P. Jain	Chairman	Non-Executive Director/Independent
2.	Shri Ramesh K Sojitra	Member	Executive Director
3.	Shri Dinesh J Shah	Member	Non-Executive Director/Independent

The terms of reference, role & powers of the committee are as laid down under the listing agreement. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the exiting industry practice.

The meeting of the remuneration committee were held on 20<sup>th</sup> May 2013 and 30<sup>th</sup> October 2013. All the members of the committee attended the meetings.

#### Remuneration of Directors:

The details of remuneration and sitting fees paid or provided to each of the Directors during the year ended 31<sup>st</sup> March, 2014 are given below:

Name of Director	Salary*	Sitting fees
Shri Ramesh K. Sojitra	2,171,141/-	NIL
Shri Chirag J. Soni	1,200,000/-	NIL
Shri Dinesh J. Shah	NIL	NIL
Shri Kanti V. Ladani	NIL	NIL
Shri Arup Ranjan Dasgupta	NIL	NIL
Shri Raaja P. Jain	NIL	NIL

\*Salary includes Basic Salary, Allowances, Perquisites (including monetary value of taxable perquisites), etc.

The Non Executive Directors are not paid any remuneration.

No sitting fees paid to the Directors.

**Share of the company held by Non-Executive Director:** Shri Kanti V. Ladani holds 273800 shares and Shri Dinesh J. Shah holds 52000 shares.

### 5. SHAREHOLDERS' /INVESTOR'S GRIEVANCE COMMITTEE

The Company has been having a structured system of reviewing Shareholder's/Investors' complaints. The terms of reference role & powers of the Committee are as laid down under the listing agreement. A Committee of Directors designated as "Shareholders'/Investors' grievances Committee" is constituted to review the status of investors of grievances and effective redressed of the complaints of the shareholders. The committee will also recommend steps to be taken for future improvement in the quality of service to the investors.

Sr. No.	Name of Members	Designation	Category
1.	Shri Chirag J. Soni	Chairman	Executive Director
2.	Shri Arup Ranjan Dasgupta	Member	Non-Executive Director Independent
3.	Shri Kanti V. Ladani	Member	Non-Executive Director Independent

During the year four meetings were held and during the year Nil letters/complaints were received during the year. The Board has designated Shri Kanti V. Ladani as the Compliance Officer.

All the complaints have been redressed to the satisfaction of the shareholders and there is no complaint pending relating to transfer of shares.

### 6. GENERAL BODY MEETINGS

Details of location and time for the last three Annual General Meetings (AGM) of the company:

Year	Location	Date	Time
2010-2011	Scanpoint Geomatics Ltd. "Scanhouse", B/h. Town Hall, Ashram Road, Ahmedabad.	30-09-2011	10-30 AM
2011-2012	Same as above	12-07-2012	10-30 AM
2012-2013	Same as above	30-09-2013	10-30 AM

### EXTRA ORDINARY GENERAL MEETING

During the year under review No Extra Ordinary General Meeting of the members of the company was held as per details mentioned hereunder.

### 7. DISCLOSURES

There was no material transaction with related parties, which were in conflict with the interests of the Company. Transaction with related parties are disclosed else where in the Annual Report. There were no cases of non-compliance of any matter related to Capital Markets during the last three years. There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company as per Listing Agreement.

### MEANS OF COMMUNICATION

The company has published its quarterly, half-yearly financial result in a daily news papers both English and vernacular language where the registered office of the Company is situated as per listing agreement. Quarterly result are normally published in "Economics Times" and "Western Times" Gujarati and English editions the results was also submitted to Stock Exchange as per clause 41 of the Listing agreement.

### 8. GENERAL SHAREHOLDERS' INFORMATION:

#### (a) Annual General Meeting

- Date and Time : 30<sup>th</sup> September, 2014 at 10.30 A.M.
- Venue : Registered Office :  
"Scanhouse", B/h. Town Hall, Ashram Road,  
Ahmedabad, Gujarat, 380 006.



#### (b) Financial Calendar (Tentative)

Financial Reporting for the quarter ending:

- June 30, 2014 3<sup>rd</sup>/4<sup>th</sup> week of July 2014
- September 30, 2014 3<sup>rd</sup>/4<sup>th</sup> week of Oct 2014
- December 31, 2014 3<sup>rd</sup>/4<sup>th</sup> week of Jan. 2015
- March 31, 2015 3<sup>rd</sup>/4<sup>th</sup> week of May 2015
- Annual General Meeting for the Year Ending March 31, 2015 (Next Year) Sept, 2015

(c) **Book closure** : 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014  
(Both days inclusive)

(d) **Dividend payment date** : Not Applicable

(e) **Stock Exchange where Equity Shares Listed and Security Codes for Company's are as followed**

- Bombay Stock Exchange Limited 526544

(f) **Address for Correspondence for share/Debtenture and related matters**

- Company's Secretarial Department at :  
Scanpoint Geomatics Limited  
"Scanhouse" B/h. Town Hall, Ashram Road,  
Ahmedabad 380 006.  
Website : scanpointgeomatics.com  
Email : [investor@scanpointgeomatics.com](mailto:investor@scanpointgeomatics.com)
- Registrar & Share Transfer Agents :  
Sharepro Services (India) Pvt. Ltd.  
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram,  
Ashram Road, Ahmedabad 380 006.  
Email: [sharepro.ahmedabad@shareproservices.com](mailto:sharepro.ahmedabad@shareproservices.com)

#### (g) Procedure for Transfer of Shares Physical Mode

The process of transfer of Equity Shares in physical form are registered by the Company's Registrar and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. If the documents are found to be in order the transfer work is completed within a period of 30 days from the date of receipt. As per SEBI guidelines, the Company offers the facility of transfer-cum-demat services to the transferees. The Equity Shares of the Company is to be traded compulsorily in demat mode

#### Dematerialized mode

The Company had signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold Company's shares in electronic mode. The company's ISIN No. for both the depositories is **INE967B01028**.

Details of equity shares of the company in de-mat form as on 31/03/2014 are as under

Particulars	No of Equity Shares	% of Share Capital
NSDL	22745056	84.54
CDSL	2022044	7.52
Physical	2136900	7.94
<b>Total</b>	<b>26904000</b>	<b>100.00</b>

The Company has not issued any GDR's/ADR's warrants or any other convertible instruments.

#### (h) Distribution of shareholding as on 31<sup>st</sup> March 2014

No. of Equity Share held	No. of share Holder	% of share Holder	No. of shares	% of share holding
Up to 500	7174	84.05	1476087	5.49
501-1000	648	7.59	549436	2.04
1001-2000	299	3.50	461520	1.72
2001-3000	117	1.37	305729	1.13
3001-4000	65	0.76	229034	0.85
4001-5000	64	0.75	306216	1.14
5001-10000	63	0.74	489340	1.82
10001-and above	105	1.24	23086638	85.81
<b>Total</b>	<b>8535</b>	<b>100.00</b>	<b>26904000</b>	<b>100.00</b>

#### (i) Categories of Shareholders as on 31<sup>st</sup> March 2014

Category	No. of share held	% of shareholding
Promoters, Director, Group Companies & their Relatives	18659751	69.36
Mutual Fund, Insurance & Other Banks	48900	0.18
Private Bodies Corporate	1049881	3.90
NRIs/OCB's	348203	1.29
Indian Public & others	6797265	25.27
<b>Total</b>	<b>26904000</b>	<b>100.00</b>

#### (j) Stock Market Data:

The Monthly High and Low quotations of share traded on the Stock Exchange, Mumbai is as follows

Month	BSE High (Rs.)	BSE Low (Rs.)
April, 2013	17.85	13.77
May, 2013	17.30	11.50
June, 2013	15.94	12.00
July, 2013	17.40	13.80
August, 2013	18.35	12.70
September, 2013	16.10	13.45
October, 2013	31.45	15.10
November, 2013	29.05	23.70
December, 2013	26.75	20.80
January, 2014	22.00	18.10
February, 2014	21.75	15.55
March, 2014	20.60	15.40

#### (k) Corporate Office Location

**Scanpoint Geomatics Limited**  
"Scanhouse",  
B/h Town Hall, Ashram Road,  
Ahmedabad, Gujarat, Pin : 380 006.

**Declaration by the Managing Director under Clause 49 of the Listing Agreements regarding compliance with Code of Business Conduct and Ethics.**

The Board of Directors of the Company has adopted code of conduct followed by all members of the Board and all senior Management personnel of the Company in compliance with the clause 49 of the listing Agreement with the stock exchange.

This is to confirm that the company has received a declaration of the compliance with the code of conduct as applicable to them from each member of the Board and senior management personnel.

**For, Scanpoint Geomatics Limited**  
**Ramesh K. Sojitra**  
**Chairman and Managing Director**

**Place : Ahmedabad, 30<sup>th</sup> July, 2014**

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

**To The Members of**

**Scanpoint Geomatics Limited.**

In accordance with clause 49 of the Listing Agreement entered into by Scanpoint Geomatics Limited with the Stock Exchange, I have examined all the relevant records of the Company relating to its compliance of conditions of Corporate Governance as stipulated in revised Clause 49 for the financial year ended on 31<sup>st</sup>, March, 2014.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Management, I certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in above mentioned listing agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date: 30<sup>th</sup> July, 2014**  
**Place: Ahmedabad**

**For Harish P. Jain & Associates**  
**Practicing Company Secretaries**  
**Harish Jain**  
**Proprietor**  
**Membership No. 4203**  
**C.P. No. 4100**

**INDEPENDENT AUDITORS  
REPORT**

**TO  
THE MEMBERS OF  
Scanpoint Geomatics Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of Scanpoint Geomatics Ltd. which comprise the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- ii. In the case of the statement of profit and loss, of the profit for the year ended on that date; and
- iii. In the case of the cash flow statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 and
  - e. On the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

**For Manoj Acharya & Associates**  
**Chartered Accountants**  
**Manoj Acharya**  
**Partner**  
**Mem. No. 45714**  
**Firm Reg. No. 114984W**

**Place: Ahmedabad**  
**Date : 30<sup>th</sup> May, 2014**

## ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

### Annexure Referred to in paragraph 1 Under the heading of Report on other legal and regulatory requirement of over report of even date.

- (i) (a) The company has maintained proper record's showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) According to the information and explanations given to us, the fixed assets are physically verified by the management according to a regular programme of verification which is once in three years. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. To the best of our knowledge and as represented to us by the management, no material discrepancies were noticed in respect of assets verified during the year.
- (c) In our opinion, the Company has disposed off certain plant and machineries which were old and obsolete forming part of its fixed assets during the year which has no effect on going concern status of the Company.
- (ii) (a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the records, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and the same have been properly dealt with in the books of accounts.
- (iii) (a) According to the information and explanations given to us, the Company has not granted unsecured loan to companies, firm or other parties covered in the register maintained under section 301 of companies Act, 1956.
- (b) The Company has not taken unsecured loan from Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 58A & 58AA of the Companies Act, 1956 and the rules framed there under.
- (vii) In our opinion the company has an internal audit system commensurate with the size and nature of its business.

- (viii) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the products of the company.
- (ix) (a) The company is not regular in depositing undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Sales tax, Service Tax, and other statutory dues applicable to the company with the appropriate authorities. As per information and explanation given to us Service Tax payable Rs. 81.98 lacs and Income Tax TDS payable Rs. 3.91 lacs are the undisputed amounts which were in arrears as at 30<sup>th</sup> September, 2013 and are outstanding for a period of more than six months as on 31<sup>st</sup> March, 2014 from the date it became payable.
- (b) According to the information and explanation given to us, there are no dues of sales tax, income tax, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (x) In our opinion there are no accumulated losses of the company as on 31/03/2014. The company has not incurred cash losses during the financial year 2013-2014 covered by our audit and in the immediately preceeding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions during the financial year under audit.
- (xii) As explained to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, and according to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/ mutual benefit funds/ societies.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loan taken by others from banks or financial institutions.
- (xvi) The company has obtained term loans during the year and in our opinion, the term loan has been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment and vice versa.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company has not issued debenture during the year.
- (xx) The Company has not made any public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Manoj Acharya & Associates**  
**Chartered Accountants**

**Manoj Acharya**  
**Partner**  
**45714**

**Firm Reg. No. 114984W**

**Place : Ahmedabad**  
**Date : 30th May, 2014**

**Balance Sheet as at 31st March, 2014**  
**Statement of Assets & Liabilities**

<b>PARTICULARS</b>	<b>Notes</b>	<b>As at 31-03-2014 Rupees</b>	<b>As at 31-03-2013 Rupees</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2	53,808,000	53,808,000
(b) Reserve and Surplus	3	121,576,745	114,562,052
		<u>175,384,745</u>	<u>168,370,052</u>
<b>Non-Current Liabilities</b>			
(a) Long term borrowing	4	9,681,831	11,310,198
(b) Deferred Tax liabilities (Net)	5	958,546	-
(c) Long term Provision	6	4,075,605	3,462,099
		<u>14,715,982</u>	<u>14,772,297</u>
<b>Current Liabilities</b>			
(a) Short term borrowing	7	89,670,986	46,175,811
(b) Trade payables	8	5,410,085	8,064,654
(c) Other current liabilities	9	15,006,690	17,024,697
(d) Short term provision	10	5,216,898	2,814,267
		<u>115,304,659</u>	<u>74,079,429</u>
		<u><b>305,405,386</b></u>	<u><b>257,221,778</b></u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets	11		
(i) Tangible assets		117,336,170	124,671,463
(ii) Intangible assets		3,631,355	3,631,355
(b) Deferred tax assets (net)	12	-	1,632,628
(c) Long-term loans and advances	13	7,096,803	5,360,763
		<u>128,064,328</u>	<u>135,296,209</u>
<b>Current assets</b>			
(a) Inventories	14	12,191,714	32,918,132
(b) Trad Receivables	15	157,598,300	85,356,730
(c) Cash and cash Equivalents	16	2,570,166	898,578
(d) Short term loans and advance	17	4,980,878	4,752,129
		<u>177,341,058</u>	<u>121,925,569</u>
		<u><b>305,405,386</b></u>	<u><b>257,221,778</b></u>

Significant accounting policies and notes to accounts 1

The accompanying notes are an integral part of the financial statements

As per our report of even date  
**For, Manoj Acharya & Associates**  
**Chartered Accountant**

**Manoj Acharya**  
Partner  
Ahmedabad, 30th May, 2014

**Kanti V. Ladani**  
Director

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

**Ramesh K. Sojitra**  
Chairman & Managing Director  
Ahmedabad, 30th May, 2014

**Statement of Profit and Loss for the period ended 31st March, 2014**

PARTICULARS	Notes	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
<b>I Revenue from Operations :</b>	18		
Sales of products		274,099,658	201,844,503
Sale of Services	-	27,265,185	2,964,422
Export Sale of Services		39,345,000	-
Less : Excise Duty		<u>340,709,843</u>	<u>204,808,925</u>
<b>II Other Income</b>	19	<u>4,030,093</u>	<u>1,164,126</u>
<b>III Total Revenue (I+II)</b>		<u><b>344,739,936</b></u>	<u><b>205,973,051</b></u>
<b>IV Expenses</b>			
Cost of Materials Consumed	20	265,060,475	165,977,824
Increase in inventories of finished goods. work in progress and Stock-in-trade	21	20,726,418	(23,619,219)
Employee benefits expense	22	23,351,065	29,510,542
Finance Cost	23	8,852,366	2,233,522
Depreciation and amortization expense	11	4,403,365	4,117,239
Other expense	24	10,328,376	13,687,257
<b>Total Expense</b>		<u><b>332,722,065</b></u>	<u><b>191,907,165</b></u>
<b>V Profit before exceptional and extraordinary Items and tax (III-IV)</b>		<b>12,017,871</b>	<b>14,065,886</b>
<b>VI Exceptional Items Excess (short)Provision</b>		<b>9,373</b>	<b>-</b>
<b>VII Profit before extraordinary items and tax (V-VI)</b>		<b>12,008,498</b>	<b>14,065,886</b>
<b>VIII Extraordinary items</b>		<b>-</b>	<b>-</b>
<b>IX Profit before tax (VII-VIII)</b>		<b>12,008,498</b>	<b>14,065,886</b>
<b>X Tax expense</b>			
(1) Current Tax		2,402,631	2,814,267
(2) Deferred tax income (Net)		2,591,174	1,148,302
<b>XI Profit/(Loss) for the period from continuing operations(IX-X)</b>		<b>7,014,693</b>	<b>12,399,921</b>
<b>XII Profit/(Loss) for the period from discontinuing operations</b>		<b>-</b>	<b>-</b>
<b>XIII Tax Expense of discontinuing operations</b>		<b>-</b>	<b>-</b>
<b>XIV Profit/(Loss) from discontinuing operations (after tax) (XI-XIII)</b>		<b>-</b>	<b>-</b>
<b>XV Profit/(Loss) for the period (XI-XIV)</b>		<u><b>7,014,693</b></u>	<u><b>12,399,921</b></u>
<b>XVI Earnings per equity share</b>			
(1) Basic		0.26	0.46
(2) Diluted		0.26	0.46

Significant accounting Policies and notes to accounts 1

The Accompanying notes are an integral part of the Financial statements  
As per our attached report of even date

**For, Manoj Acharya & Associates**  
**Chartered Accountant**

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

**Manoj Acharya**  
Partner  
Ahmedabad, 30th May, 2014

**Kanti V. Ladani**  
Director

**Ramesh K. Sojitra**  
Chairman & Managing Director  
Ahmedabad, 30th May, 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

PARTICULARS	31st March 2014	31st March 2013
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before Tax and Extra ordinary items	<b>12,008,498</b>	<b>14,065,886</b>
<b>Adjustments for:</b>		
<b>Add:</b>		
Depreciation	4,403,365	4,117,239
Interest Paid	8,852,366	2,233,522
<b>Less:</b>		
Interest Received	131,272	14,641
<b>Operating Profit/(Less) before working Capital Changes</b>	<b>25,132,957</b>	<b>20,402,006</b>
<b>Adjustments for:</b>		
Inventories	20,726,418	(23,475,633)
Trade Receivable	(74,241,570)	(17,208,333)
Short term Loan and Advances	(228,749)	(3,842,685)
Long Term provision	613,506	207,390
Long Term borrowing	(1,628,367)	11,310,198
Short Term borrowing	43,495,175	34,664,426
Trade Payables	(2,654,569)	(8,612,614)
Other Current liabilities	(2,018,007)	7,746,010
<b>Cash Generated from Operation</b>	<b>9,196,794</b>	<b>21,190,765</b>
Prior Period Expenses	-	-
<b>Cash Flow after Extraordinary items</b>	<b>9,196,794</b>	<b>21,190,765</b>
<b>B. Cash Flow from Investing Activities</b>		
Long-term Loans and Advances	(1,736,040)	(184,705)
Sale of Assets	4,693,758	1,809,586
<b>Less:</b>		
Purchases of Fixed Assets	1,761,830	21,666,836
<b>Net Cash used in Investing Activities</b>	<b>1,195,888</b>	<b>(20,041,955)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Received	131,272	14,641
<b>Less:</b>		
Interest paid and written back	8,852,366	2,233,522
<b>Net Cash used in Financing Activities</b>	<b>(8,721,094)</b>	<b>(2,218,881)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>1,671,588</b>	<b>(1,070,071)</b>
<b>Cash and Cash Equivalent as at 31-3-2013</b>	<b>898,578</b>	<b>1,968,649</b>
<b>Cash and Cash Equivalent as at 31-3-2014</b>	<u><b>2,570,166</b></u>	<u><b>898,578</b></u>

**Notes :**

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

As per our attached report of even date

**For, Manoj Acharya & Associates**  
**Chartered Accountant**

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

**Manoj Acharya**  
Partner  
Ahmedabad, 30th May, 2014

**Kanti V. Ladani**  
Director

**Ramesh K. Sojitra**  
Chairman & Managing Director  
Ahmedabad, 30th May, 2014



## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014

### 1. Statement on Significant Accounting Policies

- i. 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.
- ii. Basis of Preparation of Financial Statements  
The financial statements have been prepared to comply with the Accounting Standards referred to in the Companies (Accounting Standards) Rule, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the Company, unless, specifically mentioned otherwise.
- iii. Presentation and disclosure of Financial Statements  
For the year ended 31 March, 2014, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its Financial Statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.
- iv. Use of Estimates  
The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.
- v. Method of Accounting  
The Company follows mercantile system of accounting and recognizes Income and Expenditure on accrual basis.
- vi. Fixed Assets  
Fixed Assets are valued at cost. They are stated at cost of acquisition less accumulated depreciation.
- vii. Depreciation  
Depreciation on fixed assets is provided on straight-line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Depreciation on additions / deductions to fixed assets is being provided on pro-rata basis from / to the date of acquisition / disposal.
- viii. Investments  
Investments, if any are stated at cost.

- ix. Inventories  
Inventories are valued at cost or net realisable value, whichever is lower. Cost of Inventory comprises of Cost of Purchase, Cost of Conversion and other Costs incurred to bring them to their respective present location and condition. Costs of Raw Materials and Packing Materials are determined on FIFO basis.
- x. Sales  
Sales are net of discounts and claims allowed to customers.
- xi. Foreign Currency Transactions  
Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- xii. Employee Retirement Benefits
  - a. Company's contribution to Provident Fund and other funds if any, during the year is charged to Profit and Loss Account.
  - b. The present liability for gratuity payable to employees in accordance with Payment of Gratuity Act, 1972 has been provided during the year.
- xiii. Taxation  
Provision for current tax is calculated in accordance with the provisions of the Income-Tax Act, 1961 and is made annually based on the tax liability compute after considering tax allowances and exemptions.  
Assets and liabilities representing current tax are disclosed on a net basis when there is a legally enforceable right to set off and where the management intends to settle the asset and liability on a net basis.  
Provision for Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws that have been enacted or substantively enacted as on the Balance Sheet date.  
Deferred Tax Assets are recognized and carried forward only if there is a virtual certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.
- xiv. Amortisation of Goodwill  
With effect from the year 1996-97, the Company has discontinued the practice of writing off 10% of the amount of Goodwill annually.
- xv. Earnings per share ('EPS')  
Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year except where the results would be anti dilutive. The number of equity shares is adjusted for any share splits and bonus shares issued effected prior to the approval of the financial statements by the Board of Directors.
- xvi. Contingencies and provisions  
The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a continent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
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### NOTE 2 : SHARE CAPITAL

#### Authorised

65000000 Equity Share of Rs. 2/- each	130,000,000	130,000,000
26904000 Equity shares of Rs. 2/- each payment being received in cash	53,808,000	53,808,000
	<b>53,808,000</b>	<b>53,808,000</b>

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

#### Terms and rights attached to equity shares

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

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

Name of Shareholders	Number	% of Shares Holding held	Number	% of share Holding held
Rameshchandra K Sojitra HUF	5569460	20.70%	5569460	20.70%
Karnavati Infrastructure Projects Ltd.	11792200	43.83%	11792200	43.83%

### NOTE 3

#### Reserves and Surplus

##### General Reserves

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

##### Capital Reserve

Opening Balance	20,176,019	20,176,019
Add : Transfer from Profit and Loss Account	-	-
Less : Appropriations	-	-
Balance at the end of the year	20,176,019	20,176,019

##### Profit and Loss Account

Opening Balance	93,222,741	80,822,820
Add : Profit During The Year	7,014,693	12,399,921
Balance at the end of the year	100,237,434	93,222,741
<b>Total</b>	<b>121,576,745</b>	<b>114,562,052</b>

## NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
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### NOTE 4

#### Long Term Borrowing

##### -Secured

Term Loan with Bank of India	9,681,831	11,310,198
a) Secured by way of Hypothecation of Plant and Machinery to be purchased out of term loan and Collateral security of extension of mortgage of commercial building at "Scan House", Plot No. 559/2/2, TPS N 3/5, Behind Town Hall Ellisbridge, Ahmedabad.		
b) Term loan is repayable in 54 monthly EMI of Rs. 231,482/- each		
<b>Total</b>	<b>9,681,831</b>	<b>11,310,198</b>

### NOTE 5

#### Non Current Liability

Deferred Tax Liability	958,546	-
<b>Total</b>	<b>958,546</b>	<b>-</b>

### NOTE 6

#### Long Term Provisions

Provision for Employee Benefits Gratuity (Unfunded)	3,819,370	3,462,099
Leave Encasement (Unfunded)	256,235	-
<b>Total</b>	<b>4,075,605</b>	<b>3,462,099</b>

### NOTE 7

#### Short term Borrowing

##### -Secured

1. Working Capital Borrowing from Bank		
a. Over Draft Limit with Bank of India	18,495,574	18,497,726
b. Cash Credit with Bank of India	69,859,320	27,678,085
Secured by way of Hypothecation of Books debts and Collateral security of extension of mortgage of commercial building at "Scan House", Plot NO. 559/2/2, TPS N 3/5, Behind Town Hall, Ahmedabad.		
Loan from HDFC Bank	1,316,092	-
Secured by way of Hypothecation of Innova Moter car		
<b>Total</b>	<b>89,670,986</b>	<b>46,175,811</b>

### NOTE 8

#### Trade Payables

For Goods	5,410,085	5,965,362
For Expenses	-	2,099,292
(Refer Note No. 30 for MSM Enterprise)		
<b>Total</b>	<b>5,410,085</b>	<b>8,064,654</b>

Description of Assets	Gross Block			Depreciation			Net Block			
	Cost As on 01-04-2013	Additions during the year	Adj. during the year	Total Cost As at 31-03-2014	Depreciation As at 01-04-2013	Addition During the year	Dep. Adj.	Total Depre as at 31-03-2014	As at 31-03-2014	As at 31-03-2013
Tangible Assets:										
LAND										
Free Hold	70,884,000	-	-	70,884,000	-	-	-	-	70,884,000	70,884,000
BUILDING	24,721,488	-	-	24,721,488	12,372,926	825,698	-	13,198,624	11,522,864	12,348,562
PLANT & EQUIPMENT	40,289,932	-	-	26,966,159	11,151,058	1,825,996	8,710,993	4,266,061	22,700,098	29,138,874
FURNITURE & FIXTURES	10,775,861	-	-	10,720,103	1,628,134	678,593	11,169	2,295,558	8,424,545	9,147,727
VEHICLES	1,176,579	1,670,782	-	2,847,361	909,668	166,568	-	1,076,236	1,771,125	266,911
OFFICE EQUIPMENT	742,365	-	-	742,365	338,713	35,262	-	373,975	368,390	403,652
BORE WELL	129,581	-	-	129,581	78,261	4,328	-	82,589	46,992	51,320
COMPUTER & PERIPHERAL	5,384,824	91,048	43,429	5,432,443	2,954,407	866,920	7,040	3,814,287	1,618,156	2,430,417
Total Tangible Assets(A)	154,104,630	1,761,830	13,422,960	142,443,500	29,433,167	4,403,365	8,729,202	25,107,330	117,336,170	124,671,463
Intangible Assets										
1 GOODWILL	3,631,355	-	-	3,631,355	-	-	-	-	3,631,355	3,631,355
Total Intangible Assets (B)	3,631,355	-	-	3,631,355	-	-	-	-	3,631,355	3,631,355
Grand Total (A)+(B)	157,735,985	1,761,830	13,422,960	146,074,855	29,433,167	4,403,365	8,729,202	25,107,330	120,967,525	128,302,818
Previous year	140,034,149	21,666,836	3,965,000	157,735,985	27,471,342	4,117,239	2,155,414	29,433,167	128,302,818	112,562,807

	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
<b>NOTE 9 : OTHER CURRENT LIABILITIES</b>		
Interest Accrued and Due on Borrowing		-
Other Payables	3,399,765	6,404,613
For Statutory Dues	11,606,925	10,620,084
<b>Total</b>	<b>15,006,690</b>	<b>17,024,697</b>
<b>NOTE 10 : SHORT TERM PROVISIONS</b>		
Provision for taxation - MAT	2,814,267	2,814,267
Provision for Income tax	2,402,631	-
<b>Total</b>	<b>5,216,898</b>	<b>2,814,267</b>
<b>NOTE 12 : NON CURRENT ASSETS</b>		
Deferred Tax Assets	-	1,632,628
<b>Total</b>	<b>-</b>	<b>1,632,628</b>
<b>NOTE 13 : LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured Considered Good</b>		
Capital Advances	3,400,000	3,400,000
Security Deposits	3,696,803	1,960,763
<b>Total</b>	<b>7,096,803</b>	<b>5,360,763</b>
<b>NOTE 14 : INVENTORIES</b>		
Work in Process & Stock-in Trade	12,191,714	32,918,132
<b>Total</b>	<b>12,191,714</b>	<b>32,918,132</b>
<b>NOTE 15 : TRADE RECEIVABLES</b>		
Over Six Months		
Good (net of debit and credit balances)	73,954,764	16,731,644
Doubtful		
Below Six Months		
Good	83,643,536	66,625,086
Doubtful	-	-
Amount Due From related party		
Karnavati Infrastructure Project Ltd. Rs. 95.15 Lacs		
<b>Total</b>	<b>157,598,300</b>	<b>83,356,730</b>
<b>NOTE 16 : CASH AND BANK BALANCES</b>		
Cash and Cash Equivalents		
Cash On Hand	1,166,938	123,663
Balance with banks		
- In Current Accounts	179,353	478,985
- In Fixed Deposit Account Pledged as Margin Money	1,223,875	295,930
<b>Total</b>	<b>2,570,166</b>	<b>898,578</b>

## NOTES FORMING PART OF ACCOUNTS

	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
<b>NOTE 17 : SHORT TERM LOANS AND ADVANCES</b>		
Unsecured and Considered good Loan and Advance to <b>Other</b>	-	2,967,000
Prepaid Expenses	140,264	162,413
Advance Staff and Other	828,864	56,864
Income-tax Refund	2,730,250	1,373,004
TDS 2012-13	-	192,848
Advance to suppliers	1,281,500	-
<b>Total</b>	<b>4,980,878</b>	<b>4,752,129</b>
<b>NOTE 18 : REVENUE FROM OPERATIONS</b>		
<b>Indigenous sales</b>		
Manufactured Goods	274,099,658	201,844,503
Services Sales	27,265,185	2,964,422
<b>Export Sales</b>		
Manufactured Goods	-	-
Services Sales	39,345,000	-
Other operating Revenues	-	-
<b>Total</b>	<b>340,709,843</b>	<b>204,808,925</b>
<b>NOTE 19 : OTHER INCOME</b>		
Interest	131,272	14,641
Other non-operating income	3,898,821	1,149,485
<b>Total</b>	<b>4,030,093</b>	<b>1,164,126</b>
<b>NOTE 20 : COST OF RAW MATERIAL CONSUMED</b>		
<b>Raw Materials' Consumption</b>		
Inventory at the beginning of the year	-	143,586
Add: Purchases during the year	265,060,475	165,834,238
Less : Inventory at the beginning end of the year	-	-
<b>Cost of Raw material consumed</b>	<b>265,060,475</b>	<b>165,977,824</b>
<b>NOTE 21 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE</b>		
Inventory at the end of the year	12,191,714	32,918,132
<b>Less:</b> Inventory at the beginning of the year	32,918,132	9,298,913
<b>Change in inventories of finished goods (Decrease)</b>	<b>20,726,418</b>	<b>(23,619,219)</b>
<b>NOTE 22 : EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Bonus etc.	22,394,200	27,939,014
Contribution to PF, ESI and Other Statutory funds	196,320	322,510
Workmen and staff Welfare Expenses	328,272	700,144
Provision of Gratuity	432,273	548,874
<b>Total</b>	<b>23,351,065</b>	<b>29,510,542</b>

## NOTES FORMING PART OF ACCOUNTS

	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
<b>NOTE 23 : FINANCE COSTS</b>		
<b>Interest Expense</b>		
Interest on Bank Loan	8,621,051	1,511,951
Interest on HDFC Car Loan	34,693	-
Interest on Unsecured Loans	75,750	713,541
<b>Other Borrowing Costs</b>		
Interest on BSE	-	1,425
Interest on NSDL	-	1,372
Interest on CDSL	-	727
Interest to other	95,463	-
Interest on AMC	25,409	4,506
<b>Total</b>	<b>8,852,366</b>	<b>2,233,522</b>
<b>NOTE 24 : OTHER EXPENSES</b>		
<b>Store and Spares</b>		
Power and Fuels	59,098	293,051
Repairs To - Machinery	46,664	331,306
- Others	220,823	558,969
Rent	-	722,685
Insurance	52,797	32,305
Electricity	801,791	1,113,656
Job work charges	2,410	8,921
Audit Fee	200,000	150,000
Legal & Professional fees	2,307,223	3,626,467
General Charges	144,090	198,742
Printing, Stationery, Postage and Telephone Expenses	663,106	2,248,435
Traveling and Conveyance Expenses	1,716,289	1,969,647
Foreign Traveling exp.	286,988	-
Donation	-	25,100
Rates and Taxes	894,905	156,962
Advertisement Expenses	43,690	69,110
Computer Expenses	52,156	427,137
Seminar and Exhibition Expenses	165,000	215,000
Royalty Expenses - SAC/ISRO	308,025	277,000
Membership Association Fees	61,414	131,951
Office Expenses	105,657	176,244
Listing Fees	57,788	63,145
Loss on Sale of Assets	585,758	7,786
Business Promotion Expenses	147,430	228,700
Staff Recruitment Exp.	103,013	101,770
Int. on late payment of TDS	225,647	163,752
Int. on late payment of VAT	82,091	99,419
VAT Penalty Charges	18,700	-
Int. on late payment of Prof. tax	21,382	-
Bank Charges	322,904	268,897
Bank Guarantee Charges	631,537	-
Website Design Expenses	-	21,100
<b>Total</b>	<b>10328,376</b>	<b>13,687,257</b>

25 Earning per share (EPS) computed in accordance with Accounting Standard 20 are as under

Particular	Year ended on 31-03-2014	Year ended on 31-03-2013
Net profit after tax as per profit & Loss Account	7,014,693	12,399,921
Net profit after tax available to equity share holders	7,014,693	12,399,921
Weight average number of equity share (In No.)	26904000	26904000
Basic earnings per share of Rs. 2/- each (in Rs.)	0.26	0.46
Diluted earnings per share of Rs 2/- each (in Rs.)	0.26	0.46

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

26 Auditors Remuneration

	2013-2014	2012-2013
Audit Fees	110,000	110,000
Tax Audit fees	40,000	40,000
Other Services	49,000	72,250
Total	199,000	222,250

27 Directors Remuneration

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

	2013-2014	2012-2013
Salary & Allowance	3,340,273	2,280,000
Perquisites	30,868	58,192
Total	3,371,141	2,338,192

28. COST OF MATERIALS CONSUMED

**I. Principal of Materials consumed:**

Particulars	2013-2014 Rupees	2012-2013 Rupees
Opening Stock	-	143,586
Purchase	265,060,475	165,834,238
Less: Closing Stock	-	-
<b>Total</b>	<b>265,060,475</b>	<b>165,977,824</b>

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

	2013-2014		2012-2013	
	%	Rupees	%	Rupees
Imported	NIL	NIL	NIL	NIL
Indigenous	100	265,060,475	100	165,977,824
	<b>100</b>	<b>265,060,475</b>	<b>100</b>	<b>165,977,824</b>

**III. Value of imports on CIF basis:**

	Rupees	Rupees
Raw Material	<b>NIL</b>	<b>NIL</b>

29. Expenditure in Foreign Currency:

	2013-2014	2012-2013
	Rupees	Rupees
Membership and Trade Mark Fees	62,377	123,028
	<b>62,377</b>	<b>123,028</b>

**30. 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.

**31. Provisions, Contingent Liabilities and Contingent Assets.**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

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

33 Following are the related parties and transactions made with them during the year.

**A. Name and Relationship of the Related parties.**

- Associated Company. Karnavati Infrastructure Projects Limited  
Scan Press Limited
- Key Management Personnel along with their relatives have significant influence.
  - Key Management personnel. Shri Ramesh K. Sojitra  
Shri Chirag J. Soni  
Shri Kanti V. Ladani



**B. Transactions with the related parties during the year.**

(Rs. In Lacs)

Transactions with Related Parties	Key Management Personnel	Enterprise/ Firms
Director Remuneration	33.71	
Professional Consultancy	3.00	
Sales		40.65
<b>Outstanding Balance :</b>		
Debtors		195.72

**34 PREVIOUS YEAR FIGURES**

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

In terms of our report of even date attached

**For, Manoj Acharya & Associates**  
**Chartered Accountant**

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

**Manoj Acharya**  
Partner  
Ahmedabad, 30th May, 2014

**Kanti V. Ladani**  
Director

**Ramesh K. Sojitra**  
Chairman & Managing Director  
Ahmedabad, 30th May, 2014

**Attendance Slip**

**SCANPOINT GEOMATICS LIMITED**

Regd. Office: "Scanhouse", B/h. Town hall, Ashram Road, Ahmedabad – 380006.  
Email: investor@scanpointgeomatics.com Website: www.scanpointgeomatics.com  
(CIN:L22219Gj1992PLC017073), Phone: 079-26575371, Fax: 079-26575584

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP. ID		Folio No.	
Client ID		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDERS \_\_\_\_\_

I/ We hereby record my/our presence at the **22nd Annual General Meeting** of the Company, held on Tuesday, September 30, 2014 at 10.30 A. M. "Scan House", B/h. Town Hall, Ashram Road, Ahmedabad – 380006.

\* Applicable for investors holding share(s) in electronic form.

**Signature of the shareholders/proxy**

**Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

**SCANPOINT GEOMATICS LIMITED**

Regd. Office: "Scanhouse", B/h. Town hall, Ashram Road, Ahmedabad – 380006.  
Email: investor@scanpointgeomatics.com Website: www.scanpointgeomatics.com  
(CIN:L22219Gj1992PLC017073), Phone: 079-26575371, Fax: 079-26575584

Name of the Members (s) :	
Registered Address :	
E mail ID :	
Folio No / Client ID	
DP ID :	

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

- (1) Name ..... Address .....  
Email ID ..... Signature ..... or failing him/her.
- (2) Name ..... Address .....  
Email ID ..... Signature ..... or failing him/her.
- (3) Name ..... Address .....  
Email ID ..... Signature ..... or failing him/her.

- Consider and Adopt Audited Balance Sheet as at 31st March 2014 and Profit & Loss Account for the financial year ended on that date together with the Report of the Board of Director and Auditors thereon.
- To appoint a Director in place of Mr. Dinesh J Shah, who retires by rotation and being eligible to offer himself for re-appointment.
- To appoint a Director in place of Mr. Arupranjan Dasgupta, who retires by rotation and being eligible to offer himself for re-appointment
- Appointment of Auditors and fix their-remuneration as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 10.30 A. M. at 10.30 A. M. "Scan House", B/h. Town Hall, Ashram Road, Ahmedabad – 380006. and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

Affix  
Revenue  
Stamp

Signature of the Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 22<sup>nd</sup> Annual General Meeting.
  - It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  - Please complete all details including details of member(s) in above box before submission.