

SGL



IGiS

Geomatics Revealed

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Make In India

25th

Annual Report

2016-2017

SGL



| Scanpoint Geomatics Ltd.



IGiS Ver. 2.0 launched by Mr. A S Kiran Kumar, Chairman ISRO & Mr. Tapan Misra, Director of SAC.



SGL received “**National Award**” for the Successful Development & Commercialization of Indigenous Technology by “**Technology Development Board (Department of Science & Technology)**”, Government of India. The award was presented by former president of India **Dr. A P J Abdul Kalam** on Technology.

Corporate Information

Board of Directors

Shri Ramesh Sojitra	Managing Director
Shri Chirag Soni	Whole Time Director
Shri Kantilal Ladani	Director (Executive) & Chief Financial Officer
Shri Dinesh Shah	Independent Director
Smt. Pooja Shah	Additional Director (Independent)
Shri Mitesh Sanghvi	Non-executive Director

Company Secretary

Shri R.M. Shah

Statutory Auditor

Manoj Acharya & Associates

Chartered Accountants

219, Ashirwad Market, Kalupur,
Ahmedabad – 380002.

Secretarial Auditor

Harish P. Jain & Associates

Practising Company Secretaries

302, Narayan Krupa Sqaure, Ashram Road,
Ahmedabad-380009

Bankers

Bank of India
State Bank of India

Registrar and Share Transfer Agent

Link Intime India Private Limited
C- 10, 247 Park L.B.S. Marg
Vikhroli, Mumbai (West) – 400083.

Registered Office

9, Mahakant Complex, Opp. V.S. Hospital,
Ashram Road, Ahmedabad – 380006
Phone: +9179 – 26575371

Corporate Office

12, Abhishree Corporate Park,
ISKCON-Ambli Road,
Ahmedabad-380058
Phone: +91 02717-297096/98
Fax : +91 2717 297039

Committees of the Board

Audit Committee

Smt. Pooja Shah – Chairman
Shri Dinesh Shah – Member
Shri Ramesh Sojitra – Member

Nomination and Remuneration Committee

Smt. Pooja Shah – Chairman
Shri Dinesh Shah – Member
Shri Mitesh Sanghvi – Member

Stakeholder Relationship Committee

Shri Mitesh Sanghvi – Chairman
Smt. Pooja Shah – Member
Shri Ramesh Sojitra – Member
Shri Kantilal Ladani – Member
Shri Chirag Soni – Member

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NOTICE

NOTICE is hereby given that the **Twenty Fifth** Annual General Meeting of the Members of Scanpoint Geomatics Limited will be held on Thursday, the 28th day of September, 2017 at 10:30 a.m., at K. K. House, S. P. Ring Road, Ambli-Bopal, Ahmedabad - 380058, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Chirag Soni (DIN: 01684683), who retires by rotation, and being eligible to offer himself for re-appointment.
3. To Appoint Messrs. Jayamal Thakore & Co., Chartered Accountants, having ICAI FRN: 104098W, having their office, as Statutory Auditors for the Company for a term of Five years subject to ratification at every Annual General Meeting:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including statutory modifications or re-enactments thereof for the time being in force), Messrs. Jayamal Thakore & Co., Chartered Accountants (Registration No. 104098W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of Five consecutive years, from the conclusion of twenty fifth Annual General Meeting of the Company till the conclusion of the thirtieth Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting, on such remuneration plus Goods & Service Tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS

4. To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, which are not on arms length basis, entered or to be entered into by the Company for an amount not exceeding Rs. 5000 Lacs, severally for each of the following parties:

Name of Related Party	Nature
Karnavati Infrastructure Projects Ltd	188 (1) (a) to (g)
Prop Corporate Mentors Pvt. Ltd.	188 (1) (a) to (f)
Diyatec Pvt. Ltd.	188 (1) (a) and 188 (1) (d)
Arth Geospatial Pvt. Ltd.	188 (1) (a) to (g)
Scan Press Limited	188 (1) (a) to (g)
Ramesh Sojitra	188 (1) (a) to (g)
Chirag Soni	188 (1) (a) to (g)
Kantilal Ladani	188 (1) (a) to (g)
Minal Soni	188 (1) (a) and 188 (1) (d)

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

5. To appoint Smt. (CS) Pooja Shah, as an Independent Director and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, (including any statutory modification(s) or enactment thereof for the time being in force), Smt. (CS) Pooja Shah (DIN: 07441428), Who was appointed as Independent (Additional) Director of the Company by the Board of Directors w.e.f. March 14 2017, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Smt. (CS) Pooja Shah as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years upto March 13, 2022.”

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to independent directors.”

On behalf of the Board of Directors

Sd/-

Ramesh Sojitra
Managing Director
(DIN: 00016149)

August 14, 2017
Ahmedabad

Notes:

- A member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member.
- The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
- 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 hereto.
- Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Friday, September 22, 2017 to Thursday, September 28, 2017, both days inclusive.
- Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
- Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the Meeting, so that the information required may be made available at the Meeting.
- Members holding shares in physical form and desirous to convert their shares in dematerialized form are requested to send their request along with share certificates to the Depository Participant. Further, all the members are requested to provide their email ID, if any, to the Company and RTA in following manner:

Name	Folio No. DP ID/Client ID	E-mail ID

- Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Corporate Office of the Company between 11. 00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.
- 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 who wish to attend the meeting are requested to bring attendance slip sent herewith duly filed & signed, and the copy of the annual report.
- 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 25th Annual General Meeting 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.

Instructions for e-voting

1. The voting period begins on Monday, September 25, 2017 at 0900 Hrs (09:00 a.m.) IST and ends on Wednesday, September 27, 2017 at 1700 Hrs (05:00 p.m.) IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 21, 2017 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com
3. Click on Shareholders
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
10. In Case of you are a first time user:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address slips indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for

	the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

11. After entering these details appropriately, click on “SUBMIT” tab
12. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the Scanpoint Geomatics Ltd. on which you choose to vote.
15. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
16. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
17. 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.
18. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
20. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
21. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 22.** 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, under help section or write an email to helpdesk.evoting@cdslindia.com

Other important Notes

- I. Messrs.. Harish P. Jain & Associates, Practicing Company Secretaries, have been appointed as the scrutinizers to scrutinize the voting in fair and transparent manner.
- II. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hrs from the conclusion of the AGM a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.sglgis.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchange where the shares of the Company are listed.

Explanatory Statement

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

Item No. 2

The Statutory Auditors of the Company, Messrs. Manoj Acharya & Associates, Chartered Accountants, Ahmedabad, were appointed as the Statutory Auditors of the Company at the previous AGM i.e. in the 22nd AGM of the Company to hold the office from conclusion of that meeting until the conclusion of the 25th AGM of the Company subject to ratification by the members by way of ordinary resolution at every AGM.

Thus, pursuant to provisions contained in Section 139 of the Companies Act, 2013, the term of Messrs. Manoj Acharya & Associates ends with the conclusion of 25th (this) AGM. The Board on the recommendation of Audit Committee has proposed the name of Messrs. Jayamal Thakore & Co., Chartered Accountants (FRN: 104098W) for a term of five years, beginning from the conclusion of this AGM until the conclusion of 30th AGM of the Company, subject to ratification by the Members at their AGM each year.

Item No. 4

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company.

The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company.

Karnavati Infrastructure Projects Ltd., Prop Corporate Mentors Pvt. Ltd., Diyatec Pvt. Ltd., Arth Geospatial Pvt. Ltd., Scan Press Limited, Ramesh Sojitra, Kantilal Ladani, Chirag Soni and their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Item No. 5

Smt. (CS) Pooja Shah (DIN: 07441428) was appointed as an Additional Director w.e.f. March 14, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 84 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the conclusion of ensuing (this) Annual General Meeting. In this regard, the Company has received request in writing from a member of the Company proposing

Mrs. Pooja Shah's candidature for appointment as a Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Company has received a declaration from Mrs. Pooja Shah that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. The Board feels that presence of Mrs. Pooja Shah on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

Brief Profile

Smt. (CS) Pooja Shah is an Associate member of the Institute of Company Secretaries of India. She also holds bachelor's degree in commerce from Gujarat University.

She has been involved in handling various assignments relating to Companies Act, 2013, regulations prescribed by Securities and Exchange Board of India (SEBI) & Foreign Exchange Management Act (FEMA) and her field of expertise includes Companies Act, 2013, Foreign Direct Investment under FEMA, Raising of Capital through Public Issues and Takeover under regulations prescribed by SEBI and preparation of Project Reports & liasoning with Financial Institutions to procure finance through various means.

Further, she has been actively functioning in area of Intellectual Property Rights (IPR) as a Professional, to register Trademarks and other Intellectual Property with concerned Authorities.

None of the Directors (except Smt. (CS) Pooja Shah) and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

On behalf of the Board of Directors

Sd/-

Ramesh Sojitra
Managing Director
(DIN: 00016149)

August 14, 2017
Ahmedabad

Foreword

Dear Stakeholders,

The past decade has seen a tremendous boost in the diffusion and adoption of technology among the masses. People have accepted technological innovations as an integral part of their daily lives, and subsequently, they have become very tech-savvy. In the last few years, technology has changed how we make friends and keep in touch with them, how we perform banking operations and transactions, and even how we find our way around the city. Social networking websites, online banking, and using GPS on our smart phones have become second nature to us. When our entire lives revolve around and depend on technology, accuracy is absolutely essential; in fact, it is the single most important need of the hour.

Geomatics, as a field of study, has accuracy at its core. As stakeholders of Scanpoint Geomatics Ltd. (SGL), we are all national leaders and pioneers in the Indian Geomatics landscape. SGL has developed India's very first indigenous Integrated Geographic Information System and Image Processing Software, with an aim to provide a cost effective technological solution for global users of Geomatics functions.

To make such advanced technology accessible for large scale adoption, SGL and ISRO (Indian Space Research Organisation | Department of Space) came together for a joint venture product development partnership, and turned a common vision into reality.

Today, as stakeholders of SGL, you can take pride in being the owners of a robust company that specializes in developing diverse solutions for Agriculture, Defense, Disaster Management, Forestry, Land Information, Mining, Power, Smart Cities, Urban Planning, Utilities, Location Based Services, and Mapping.

The business has seen reasonable growth this past year, and we have successfully set off past losses. In spite of heavy investments in R&D and business expansion, we have managed to turn out a profitable graph. Consequently, at SGL, we are all highly enthused about the bright future prospects that are now within arm's reach. We sincerely believe that our persistence, hard work, and growth-oriented initiatives will enable us to consistently deliver enhanced business performance.

Finally, I would like to convey my deepest gratitude to all the Board Members, Employees, Customers, Business Associates, Bankers, Shareholders, and Government Authorities with whom we have forged strong relationships, for their continued support in our journey towards creating state-of-the-art value offerings in India.

Warm Regards,
Ramesh Sojitra

DIRECTORS' REPORT

To
The Members,
 Scanpoint Geomatics Limited

Your Directors have pleasure in presenting the Twenty Fifth Annual Report on the business and operations together with the Audited Financial Statements for the year ended on March 31, 2017. The performance of the Company for the year ended on March 31, 2017 is summarized below:

FINANCIAL PERFORMANCE

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

Particulars	(Rs. In Lacs)	
	Year ended March 31, 2017	Year ended March 31, 2016
Total Turnover	3272.79	2606.20
Net Profit / (Loss) from Operation before Tax	68.94	(471.50)
Net Profit / (Loss) after tax	48.13	(483.89)
Surplus brought forward from previous year	436.00	919.86
Balance carried to Balance Sheet	484.13	436.00

The financial year 2016-17 saw a rise in revenue followed by increase in Net profits for the Company. The turnover of the Company saw a decent hike by 25%. Further, due to significant increase in the revenue, the Company was also able to write-off its previous losses and secure profits to the tune of Rs. 48.13 Lacs.

DIVIDEND

The Company sees favorable market conditions and growth prospects in years to come. The Company has secured profits after a long time. The residual amount of profits, after writing off previous losses, being too less, the Board has recommended not to declare any Dividend for the current year and primarily create sufficient buffer to tackle any future situation.

SUBSIDIARY COMPANY

The Company does not have any subsidiary as on the financial year end date.

FIXED DEPOSITS

The Company neither accepted nor invited deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs. 5,38,08,000/-. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock option nor sweat equity nor issued any convertible instrument.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as “**Annexure - I**”.

AUDITORS

• Statutory Auditors

The Statutory Auditors of the Company, Messrs. Manoj Acharya & Associates, Chartered Accountants, Ahmedabad, were appointed as the Statutory Auditors of the Company at the previous AGM i.e. in the 22nd AGM of the Company to hold the office from conclusion of that meeting until the conclusion of the 25th AGM of the Company subject to ratification by the members by way of ordinary resolution at every AGM.

Thus, the term of Messrs. Manoj Acharya & Associates ends with the conclusion of 25th (this) AGM. The Board on the recommendation of Audit Committee has proposed the name of Messrs. Jayamal Thakore & Co., Chartered Accountants (FRN: 104098W) for a term of five years, beginning from the conclusion of this AGM until the conclusion of 30th AGM of the Company, subject to ratification by the Members at their AGM each year.

• Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs. Harish P. Jain & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Report of the Secretarial Audit is annexed herewith as “**Annexure - II**”.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No. MGT – 9 shall form part of the Board's report in ‘**Annexure - III**’.

DIRECTORS

During the year under review Mr. Mitesh Sanghvi has been appointed as Director on Board (Non-Executive and Non-Independent) w.e.f September 9, 2016, Smt. (CS) Pooja Shah, has been appointed as Additional Director (Independent) on March 14, 2017. Further, Mrs. Leelavanti Sojitra, Director of the Company has resigned from the Board w.e.f. March 15, 2017.

Further, pursuant to the provisions of the section 152 (6) of the Companies Act, 2013, the office of Shri Chirag Soni (DIN: 01684683) is liable to liable for rotation.

Brief profile of the directors proposed to be appointed or re-appointed, nature of their expertise in specific functional areas and names of the companies in which he hold directorship, memberships of committees of the Boards, their shareholding in the Company are disclosed as **Annexure - IV**.

COMMITTEES OF BOARD

The Board has three Committees; **i) Audit Committee ii) Nomination Remuneration Committee iii) Stakeholders Relationship Committee**. Further the Board in their meeting held March 14, 2017 has decided to dissolve the Risk Management Committee, as the task of Risk management is majorly carried on by the Audit Committee of the Company.

On Changes in Board, the Composition of the Committees has been revised. The same is as follows:

1. Audit Committee

Smt. Pooja Shah	Chairman
Shri Dinesh Shah	Member
Shri Ramesh Sojitra	Member

2. Nomination Remuneration Committee

Smt. Pooja Shah	Chairman
Shri Dinesh Shah	Member
Shri Mitesh Sanghvi	Member

3. Stakeholders Relationship Committee

Shri Mitesh Sanghvi	Chairman
Smt. Pooja Shah	Member
Shri Ramesh Sojitra	Member
Shri Kantilal Ladani	Member
Shri Chirag Soni	Member

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

INDUSTRIAL RELATIONS

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

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as March 31, 2017 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CORPORATE GOVERNANCE

The provisions regarding Corporate Governance as contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, are not applicable to the Company. However, the Company is voluntarily following some of the provisions of the said regulations to the extent possible which are contained in the Report of Corporate Governance voluntarily given by the Company attached as “**Annexure - V**” forming part of this Director's Report.

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

The Company has appointed M/s Link Intime Private Limited as its RTA w.e.f. September 26, 2016. Any queries relating to transfer or transmission of shares of the Company may be brought to the knowledge of RTA by the Shareholders.

INTERNAL POLICIES OF THE COMPANY

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. In accordance with the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 (“**SEBI (LODR) Regulations, 2016**”), mandated to formulate and implement certain policies for all listed companies.

All such policies which are adopted by the Company are available on the website of the Company. Summary of the same is as follows:

Sr. No.	Name of Policy	Brief description	Web link
1	Policy on Related party transactions	This policy provides for mechanism on how the Company shall undertake Related party Transactions.	http://www.sglgis.com/images/policies-disclosures/policies/related-party-transaction-policy.pdf
2	Prevention of Sexual Harassment	This policy describes about what measures the Company takes to protect its Women employees.	http://www.sglgis.com/images/policies-disclosures/policies/prevention-of-sexual-harassment-policy.pdf
3	Risk Management Policy	This Policy describes how the Company shall face and treat the Risk	http://www.sglgis.com/images/policies-disclosures/policies/risk-management-policy.pdf
4	Board Diversity	Approach to diversity on the Board of Directors of Scanpoint Geomatics Limited	http://www.sglgis.com/images/policies-disclosures/policies/board-diversity-policy.pdf
5	Code of Conduct and code of practices and procedures for fair disclosure of UPSI	As required by SEBI (Prohibition of Insider Trading) Regulations, 2015	http://www.sglgis.com/images/policies-disclosures/disclosures/code-under-sebi-prohibition-of-insider-trading-regulation-2015.pdf
6	Policy on Remuneration of Directors, KMP and Senior Employees	As required under Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014	https://www.sglgis.com/images/policies-disclosures/policies/remuneration-of-directors-key-managerial-personnel-and-senior-employees-policy.pdf

7	Policy for Preservation of Documents	As required under Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	http://www.sglgis.com/images/policies-disclosures/policies/policy-on-preservation-of-documents.pdf
8	Whistle Blower Policy	As required under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	http://www.sglgis.com/images/policies-disclosures/policies/vigil-mechanism-or-whistle-blower-policy.pdf

NUMBER OF MEETINGS HELD DURING THE YEAR

The details of all the meetings of board of directors and its committees during the year along with attendance of Directors at the Meetings is given at point no. 2 (i) & (ii) of Corporate Governance Report.

Further, Meeting of Independent Directors was held on March 14, 2017.

EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

INTERNAL CONTROL SYSTEM

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year no reportable material weakness in the design or operation were observed.

The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures.

The Company has appointed Messrs. Parikh Shah Chotalia & Associates, Chartered Accountants as Internal Auditors for the Company.

RISK MANAGEMENT POLICY

The Company has already developed and implemented a Risk Management Policy for the Company. More details on the risk and concern factors are given in the Management Discussion & Analysis Report.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

The Statutory Auditors and the Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors as prescribed under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

POLICY ON PREVENTION OF SEXUAL HARASSMENT

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal Act, 2013). An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees of the Company are covered under this policy.

During the year 2016-17, no complaints were received by the Company related to sexual harassment.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The Company has entered into Related Party Transactions during the financial year. All Related Party Transactions were placed before the Audit Committee of the Board of Directors for their approval. The Audit Committee has granted omnibus approval for Related Party Transactions as per the provisions and restrictions contained in the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 ("Listing Regulations").

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Act are required to be disclosed in Form AOC-2. Form AOC-2 envisages disclosure of material contracts or arrangement or transactions at arm's length basis. Disclosure under AOC – 2 forms part of this report as **Annexure – VI**. Policy on transactions to be undertaken with related parties can be accessed through above mentioned link.

Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry in a proactive manner. The details of various familiarization programs provided to the Directors of the Company is available on the Company's website on www.sglgis.com.

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the company has neither given any loans nor guarantees nor provided any security nor made any investment during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

AUDITORS REPORT

The Auditors' Report on the accounts of the Company for the financial year ended March 31, 2017 is self-explanatory and does not call for any further explanations or comments that may be treated as adequate compliance of provisions of the Companies Act, 2013.

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 has formulated such mechanism. The Company has adopted relevant Whistle Blower Policy and the same is available on the website of the Company on www.sglgis.com. The provisions of the said policy provided for adequate safeguards against the victimization of persons who use such mechanism and make provisions for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

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.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 of the Companies Act, 2013 readwith rules made thereunder regarding the same are Not Applicable to the company. Still, your Company endeavors to fulfill its responsibility towards the society, wherever possible.

INSURANCE

Assets of your Company are insured.

LISTING FEES

The Equity Shares of your Company are listed and actively traded on the BSE Limited (BSE). The Company has paid Annual Listing fees to the stock exchanges for the Financial Year 2017- 2018 within the stipulated time.

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.

Annexure - I

Information as per Section 134(3)(m) of the Companies Act, 2013 and forming part of the Directors Report for the year ended March 31, 2017

A) Conservation of energy:

(i) the steps taken or impact on conservation of energy:

The Company constantly strives to save the energy. The Company has in place a system of shutting down all electronic systems, machines and peripherals to save the energy.

(ii) the steps taken by the company for utilising alternate sources of energy:

Not Applicable

(iii) the capital investment on energy conservation equipments:

Not Applicable

(B) Technology absorption:

Not Applicable

(C) Foreign exchange earnings and Outgo:

(Figures in Rupees)

Particulars	2015-16	2016-17
Foreign Exchange earnings	NIL	17,72,581
Foreign Exchange outgo	NIL	NIL

Annexure - II**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,
The Members,
Scanpoint Geomatics Limited,**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Scanpoint Geomatics Limited (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other applicable laws, including the following:
 - (a) Payment of Gratuity Act, 1972
 - (b) Employees Provident Fund and Miscellaneous provisions act, 1952
 - (c) Employees State Insurance Act, 1948
 - (d) Maternity Benefit Act, 1961
 - (e) Minimum Wages Act, 1948
 - (f) Payment of Bonus Act, 1972
 - (g) Payment of Wages act, 1936
 - (h) Industrial Disputes Act, 1947
 - (i) The Contract Labour (Regulation and Abolition) Act, 1970
 - (j) The Child Labour Prohibition and Regulation Act 1986
 - (k) The Industrial Employment (Standing Orders) Act, 1946
 - (l) The Employees Compensation Act, 1923
 - (m) The Apprentices Act, 1961
 - (n) Equal Remuneration Act, 1976
 - (o) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956
 - (p) Competition Act, 2002

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, to the extent applicable under the companies Act, 2013.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that-

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Harish P. Jain & Associates

Practicing Company Secretaries

Sd/-

Harish Jain

(Proprietor)

FCS : 4203

CP.: 4100

Date: August 14, 2017

Place: Ahmedabad

Annexure - III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L22219GJ1992PLC017073
2	Registration Date	07-02-1992
3	Name of the Company	Scanpoint Geomatics Limited
4	Category/Sub-category of the Company	Company limited by shares Indian Non-Government Company
5	Address of the Registered office & contact details	Regd. Office: 9, Mahakant Complex, Opp. V.S. Hospital, Ashram Road, Ahmedabad - 380006
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime (India) Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer programming, consultancy and related activities [includes both the segment of the Company viz. i) GIS Services & Other Products ii) GIS Software & Solutions]	62	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Shreejikrupa Buildcon Limited Address: Shreeji 175, Chandra Park, 150 feet ring road, Rajkot - 360005	U45200GJ1998PLC034 487	Associate	30.69*	2(6)

*Case of shareholding sub-judice with NCLT (Ahmedabad)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2016]				No. of Shares held at the end of the year [As on 31-03-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	10,73,725	-	10,73,725	3.99%	10,73,725	-	10,73,725	3.99%	0.00%
b) Central Govt	-		-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-		-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corporate	1,02,77,200		1,02,77,200	38.20%	71,59,700	-	71,59,700	26.61%	-11.59%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	1,13,50,925	-	1,13,50,925	42.19%	82,33,425	-	82,33,425	30.60%	-11.59%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total (A)	1,13,50,925	-	1,13,50,925	42.19%	82,33,425	-	82,33,425	30.60%	-11.59%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	20,700	20,700	0.08%	-	20,700	20,700	0.08%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central / State Govt.	100	-	100	0.00%	100	-	100	0.00%	0.00%
d) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Insurance Companies	27,200	-	27,200	0.10%	-	27,200	27,200	0.10%	0.00%
f) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	27,300	20,700	48,000	0.18%	100	47,900	48,000	0.18%	0.00%

2. Non-Institutions									
a) Bodies Corporate									
i) Indian	42,39,073	17,800	42,56,873	15.82%	13,43,125	-	13,43,125	4.99%	-10.83%
ii) Overseas	-	-	-	0.00%		-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	34,75,999	15,66,200	50,42,199	18.74%	49,12,830	16,25,100	65,37,930	24.30%	5.56%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	58,15,534	54,000	58,69,534	21.82%	72,40,618	-	72,40,618	26.91%	5.10%
c) Others (specify)									
Non Resident Indians (Repat & Non-repat)	2,15,533	1,08,300	3,23,833	1.20%	2,68,776	1,08,300	3,77,076	1.40%	0.20%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	4,89,933	-	4,89,933	1.82%	1.82%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
HUF	-	-		0.00%	26,33,893	-	26,33,893	9.79%	9.79%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Others (either not covered above or bifurcation not available)	12,636	-	12,636	0.05%	-	-	-	0.00%	-0.05%
Sub-total (B)(2):-	1,37,46,139	17,46,300	1,55,05,075	57.63%	1,68,89,175	17,33,400	1,86,22,575	69.22%	11.59%
Total Public (B)	1,37,73,439	17,67,000	1,55,53,075	57.81%	1,68,89,275	17,81,300	1,86,70,575	69.40%	11.59%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%

Grand Total (A+B+C)	2,51,24,364	17,67,000	2,69,04,000	100.00%	2,51,22,700	17,81,300	2,69,04,000	100.00%	
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(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ramesh Sojitra	3,12,420	1.16%	0	3,12,420	1.16%	0	0.00%
2	Leelavanti Sojitra	88,860	0.33%	0	88,860	0.33%	0	0.00%
3	Vishwas Sojitra	1,48,030	0.55%	0	1,48,030	0.55%	0	0.00%
4	Vaacha Sojitra	1,74,880	0.65%	0	1,74,880	0.65%	0	0.00%
5	Rameshchandra K. Sojitra HUF	51,960	0.19%	0	51,960	0.19%	0	0.00%
6	Chirag Soni	2,97,575	1.11%	0	2,97,575	1.11%	0	0.00%
7	Karnavati Infrastructure Projects Ltd.	1,02,77,200	38.20%	56.50%	71,59,700	26.61%	87.31%	-11.59%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Name of Promoter / Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Ramesh Sojitra	01.04.2016		3,12,420	1.16%	--	--
	At the year end	31.03.2017	No Change	--	--	3,12,420	1.16%
2	Leelavanti Sojitra	01.04.2016		88,860	0.33%	--	--
	At the year end	31.03.2017	No Change	--	--	88,860	0.33%
3	Vishwas Sojitra	01.04.2016		1,48,030	0.55%	--	--
	At the year end	31.03.2017	No Change	--	--	1,48,030	0.55%
4	Vaacha Sojitra	01.04.2016		1,74,880	0.65%	--	--
	At the Year end	31.03.2017	No Change	--	--	1,74,880	0.65%
5	Rameshchandra K. Sojitra HUF	01.04.2016		51,960	0.19%	--	--
	At the year ed	31.03.2017	No Change	--	--	51,960	0.19%
6	Chirag Soni	01.04.2016		2,97,575	1.10%	--	--

	At the Year end	31.03.2017	No Change	--	--	2,97,575	1.10%
7	Karnavati Infrastructure Projects Ltd.	01.04.2016		1,02,77,200	38.20%	--	--
		07.10.2016	Sale	(30,10,000)	11.19%	72,67,200	27.01%
		28.10.2016	Sale	(1,00,000)	0.37%	71,67,200	26.64%
		25.11.2016	Sale	(7,500)	0.03%	71,59,700	26.61%
	At the year end	31.03.2017		--	--	71,59,700	26.61%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Rajesh Thakkar						
	At the beginning of the year	01.04.2016		0	0.00%	--	--
		30.09.2016	Purchase	30,00,000	11.50%	30,00,000	11.15%
	At the end of the year	31.03.2017		--	--	30,00,000	11.15%
2	Rajesh Chandubhai Thakkar HUF						
	At the beginning of the year	01.04.2016		6,25,789	2.33%	--	--
		07.10.2016	Purchase	6,61,237	2.45%	12,87,026	4.78%
	At the end of the year	31.03.2017		--	--	12,87,026	4.78%
3	Mayur Desai						
	At the beginning of the year	01.04.2016		9,33,276	3.47%	--	--
	At the end of the year	31.03.2017	No Change	--	--	9,33,276	3.47%
4	Shaival Desai						
	At the beginning of the year	01.04.2016		7,46,302	2.77%	--	--
	At the end of the year	31.03.2017	No Change	--	--	7,46,302	2.77%

5	Mukesh Patel						
	At the beginning of the year	01.04.2016		4,04,178	1.50%		
		30.09.2016	Purchase	75,235	0.28%	4,79,413	1.78%
		24.03.2017	Purchase	22,000	0.08%	5,01,413	1.86%
	At the end of the year	31.03.2017		--	--	5,01,413	1.86%
6	Ashishbhai Desai						
	At the beginning of the year	01.04.2016		4,95,236	1.84%	--	--
	At the end of the year	31.03.2017		--	--	4,95,236	1.84%
7	Pankaj Mudholkar						
	At the beginning of the year	01.04.2016		3,45,298	1.28%	--	--
	At the end of the year	31.03.2017	No Change	--	--	3,45,298	1.28%
8	M P Patel Infrastructures Pvt. Ltd.						
	At the beginning of the year	01.04.2016		3,36,015	1.25%	--	--
	At the end of the year	31.03.2017	No Change	--	--	3,36,015	1.25%
9	JHP Securities Pvt. Ltd.						
	At the beginning of the year	01.04.2016		26,29,302	9.76%	--	--
		07.10.2016	Purchase	5,860	0.02%	26,35,162	9.79%
		07.10.2016	Sale	12,85,983	4.78%	13,49,179	5.01%
		14.10.2016	Purchase	18,170	0.06%	13,67,349	5.08%
		14.10.2017	Sale	29,030	0.11%	13,38,319	4.97%
		21.10.2016	Purchase	64,575	0.24%	14,02,894	5.21%
		21.10.2016	Sale	93,380	0.35%	13,09,514	4.87%
		28.10.2016	Sale	1,04,508	0.39%	12,05,006	4.48%
		04.11.2016	Sale	13,665	0.05%	11,91,341	4.43%
		11.11.2016	Sale	6,450	0.02%	11,84,891	4.40%
		25.11.2016	Purchase	27,766	0.10%	12,12,657	4.51%
		25.11.2016	Sale	1,21,924	0.45%	10,90,733	4.05%
		02.12.2016	Sale	75,968	0.28%	10,14,765	3.77%
		09.12.2016	Sale	1,38,034	0.51%	8,76,731	3.26%
		16.12.2016	Sale	2,99,781	1.11%	5,76,950	2.14%

		23.12.2016	Sale	2,85,630	1.06%	2,91,320	1.08%
		30.12.2016	Sale	56,780	0.21%	2,34,540	0.87%
		06.01.2017	Purchase	8,575	0.03%	2,43,115	0.90%
		06.01.2017	Sale	69,357	0.26%	1,73,758	0.65%
		13.01.2016	Purchase	6,200	0.02%	1,79,958	0.67%
		13.01.2017	Sale	25,830	0.10%	1,54,128	0.57%
		20.01.2017	Sale	36,482	0.14%	1,17,646	0.44%
		31.03.2017	Purchase	2,57,853	0.96%	3,75,499	1.40%
		31.03.2017	Sale	23	0.00%	3,75,476	1.40%
	At the end of the year	31.03.2017		--	--	3,75,476	1.40%
10	Rasmitaben Patodiya						
	At the beginning of the year	01.04.2016		2,00,000	0.74%	--	--
	At the end of the year	31.03.2017	No Change	--	--	2,00,000	0.74%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Ramesh Sojitra						
	Beginning of the year	01.04.2016		3,12,420	1.16%	--	--
	At the year end	31.03.2017	No Change	--	--	3,12,420	1.16%
2	Kantilal Ladani						
	Beginning of the year	01.04.2016		2,62,810	0.98%	--	--
	At the year end	31.03.2017	No Change	--	--	2,62,810	0.98%
3	Chirag Soni						
	Beginning of the year	01.04.2016		2,97,575	1.11%	--	--
	At the year end	31.03.2017	No Change	--	--	2,97,575	1.11%
4	Dinesh Shah						
	Beginning of the year	01.04.2016		--	--	--	--
	At the year end	31.03.2017	No Change	--	--	--	--
5	Mitesh Sanghavi						
	Beginning of the year	01.04.2016		--	--	--	--
	At the year end	31.03.2017	No Change	--	--	--	--
6	Pooja Shah						
	Beginning of the year	01.04.2016		--	--	--	--
	At the year end	31.03.2017	No Change	--	--	--	--

7	Richi Shah						
	Beginning of the year	01.04.2016		--	--	--	--
	At the year end	31.03.2017	No Change	--	--	--	--

Notes:

1. Mitesh Sanghavi was appointed as Additional Director w.e.f 09.09.2016
2. Pooja Shah was appointed as Additional Director (Independent) w.e.f 14.03.2017

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(INR in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	206.48	1326.07	0.00	1532.55
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	206.48	1,326.07	0.00	1,532.55
Change in Indebtedness during the financial year				
* Addition	182.36	1,077.93	0.00	1,260.29
* Reduction	0.00	0.00	0.00	0.00
Net Change	182.36	1,077.93	0.00	1,260.29
Indebtedness at the end of the financial year				
i) Principal Amount	388.84	2385.62	0.00	2774.46
ii) Interest due but not paid	0.00	18.38	0.00	18.38
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	388.84	2404.00	0.00	2792.84

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name	Ramesh Sojitra	Chirag Soni	
	Designation	Managing Director	Whole Time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2400000	1800000	4200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	
		--	--	
2	Stock Option	--	--	--
3	Sweat Equity	--	--	
				--

4	Commission	--	--	--
	- as % of profit	--	--	
	- others, specify	--	--	
5	Others, please specify			4200000
	Total (A)	2400000	1800000	
	Ceiling as per the Act	N.A.	N.A.	

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--
	Commission	--	--	--	--
	Others, please specify	--	--	--	--
	Total (1)	--	--	--	--
2	Other Non-Executive Directors	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--
	Commission	--	--	--	--
	Others, please specify	--	--	--	--
	Total (2)	--	--	--	--
	Total (B)=(1+2)	--	--	--	--
	Total Managerial Remuneration	--	--	--	--
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name				
	Designation	CEO	CFO	CS	
1	Gross salary	--	--	321000	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--	--
		--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--

	- others, specify	--	--	--	--
5	Others, please specify	--	--	--	--
	Total	N.A.	N.A.	321000	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Comp-anies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	Not Applicable				
Punishment					
Compounding					
B. Directors					
Penalty	Not Applicable				
Punishment					
Compounding					
C. Other officers in default					
Penalty	Not Applicable				
Punishment					
Compounding					

Annexure – IV

Brief profile of Directors:

1. Shri Chirag Soni

He holds a Bachelor's degree in Science (Information Technology) from Sikkim Manipal University and holds a diploma in Mechanical Engineering, from Government Polytechnic, Ahmedabad accredited by the Technical Examination Board, Gujarat State, Gandhinagar. He has experience in GIS & IP based application development, GIS based customization and R&D activities undertaken by our Company. He has been associated with our Company as a Director since last 10 years.

He holds 2,97,575 Shares in Scanpoint Geomatics Limited

2. Smt. (CS) Pooja Shah

Smt. (CS) Pooja Shah is an Associate member of the Institute of Company Secretaries of India. She also holds Bachelor's degree in Commerce from Gujarat University.

She has been involved in handling various assignments relating to Companies Act, 2013, regulations prescribed by Securities and Exchange Board of India (SEBI) & Foreign Exchange Management Act (FEMA) and Her field of expertise includes Companies Act, 2013, Foreign Direct Investment under FEMA, Raising of Capital through Public Issues and Takeover under regulations prescribed by SEBI and preparation of Project Reports & liasoning with Financial Institutions to procure finance through various means.

Further, she has been actively functioning in area of Intellectual Property Rights (IPR) as a Professional, to register Trademarks and other Intellectual Property with concerned Authorities.

She does not any shares in Scanpoint Geomatics Limited

Annexure - V

CORPORATE GOVERNANCE REPORT

INTRODUCTION

To be able to do the right thing in the right way, in each case and at every moment, one must be in the right consciousness.

- Sri Aurobindo

Today, the corporate world as a whole is in the process of acquiring a moral conscience. The new and emerging concepts in management like corporate governance, business ethics and corporate sustainability are some of the expressions through which this emerging ethical instinct in the corporate world is trying to express and embody itself in the corporate life.

Corporate Governance is an established process containing a structure and principles by which a Corporate is governed. It also provides guidelines to ensure that the company is directed and controlled in a way so as to achieve the goals and objectives to add value to the company and also benefit the stakeholders in the long term. It is meant to run companies ethically in a manner such that all stakeholders including creditors, distributors, customers, employees, the society at large, governments and even competitors are dealt with in a fair manner. Good corporate governance should look at all stakeholders and not just the shareholders alone. Corporate governance is not something which regulators have to impose on a management, it should come from within. Transparency in corporate governance is essential for the growth, profitability and stability of any business. The need for good corporate governance has intensified due to growing competition amongst businesses in all economic sectors at the national, as well as international level. 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.

Corporate Governance at Scanpoint Geomatics Limited provides 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.

The report on Corporate Governance by the Company, as provided in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is actually not applicable to the company, but voluntarily provided below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

SGL's Corporate Governance philosophy is about intellectual honesty whereby the governance is not just about encompassing regulatory and legal requirements but also strives to enhance

stakeholders' value as a whole. Your Company belongs to a legacy where the visionary founders laid the stone for good governance.

Your company's philosophy includes protection and facilitation of shareholder's rights, provide adequate and timely information, opportunity to participate effectively in general meeting and ensure equitable treatment to all shareholders.

Your company also ensures timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company.

The Company views corporate governance in its widest sense, almost like trusteeship, integrity, transparency, accountability and compliance with laws which are the columns of good governance and are reflected in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management Level.

The Company's philosophy on Corporate Governance is to enhance the long-term economic value of the Company and give sustainable return to its stakeholders i.e. the society at large by adopting best corporate practices in fair and transparent manner by aligning interest of the Company with that of its shareholders / other key stakeholders. Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. This, together with sustainable development attributes followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates.

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

2. Composition of Board

2.1 Listing regulations mandates that the Board needs to have an appropriate mix of executive and independent directors to maintain its independence, and separate its functions of governance and management.

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

Name of the director	Category	No. of Board Meetings Held	No. of Board Meetings Attended	Attended last AGM	No. of other Directorships
Shri Ramesh K. Sojitra (Managing Director)	Promoter Executive	9	8	No	0
Shri Chirag J. Soni	Promoter Group Executive	9	8	No	1

Smt. Leelavanti Sojitra*	Promoter Group Executive	9	8	Yes	0
Shri Kanti V. Ladani (Director & CFO)	Executive	9	9	Yes	1
Shri Dinesh J. Shah	Independent	9	4	Yes	1
Shri Mitesh Sanghvi ^	Non-Executive	9	6	No	2
Smt. Pooja Shah**	Independent	9	1	N.A.	1

* Smt. Leelavanti Sojitra has resigned from the position of Director w.e.f. March 15, 2017.

** Smt. Pooja Shah was appointed as Additional Independent Director w.e.f. March 14, 2017.

^ Appointed as Additional Non-executive director w.e.f. September 9, 2016.

2.2 Date & Numbers Of Board Meetings Held:

During the year 2016-17, Nine Board Meetings were held; they were on 30/05/2016, 31/07/2016, 09/09/2016, 30/09/2016, 14/11/2016, 14/12/2016, 03/01/2017, 14/02/2017 and 14/03/2017.

2.3 Performance Evaluation of Directors

The Board of directors have approved and laid down the criteria for performance evaluation of all Directors by the Nomination and Remuneration Committee. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated at the separate meetings of Independent Directors and Non-Independent Directors held. The criteria for performance evaluation are as follows:

- To understand the nature and role of Independent Director's position.
- Understand the risks associated with the business.
- Application of knowledge for rendering advice to the Management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Non-partisan appraisal of issues.
- Give own recommendations professionally without tending to majority or popular views.
- Handling issues as Chairman of Board and other committees.
- Driving any function or initiative based on domain knowledge and experience.
- Level of commitment to roles and fiduciary responsibilities as a Board Member.
- Attendance and active participation.
- Ability to think proactive, strategic and laterally.

2.4 Appointment and Meeting Independent Directors

Terms and Conditions of Independent Directors' appointment are available at Company's website: www.sglgis.com. During the year under review, the meeting of Independent Directors was held on March 14, 2017 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

2.5 Familiarization Programme for Directors

Your company follows a structured familiarization programme through various reports and internal policies for all the Directors with a view to update them on the Company's policies on a regular basis. A detailed Familiarization programme as followed by the Company is available on the website of the company (link mentioned above).

2.6 The Board has laid down a Code of Conduct for all Board members and senior management which is posted on the website of the Company. All Board members have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by a Director, forms part of this Annual report. Code of conduct of Board of Directors and Senior Management Personnel are available in Company's website.

2.7 Appointment / Re-appointment of Directors:

The information on Directors recommendation for appointment / re-appointment at the ensuing Annual General Meeting as required under section 152 of the Companies Act, 2013 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 is as under:

- Shri Chirag Soni (DIN: 01684683) aged 43 years has been a member of the Board of the Company as the Chief Technical Officer since the Past 10 years. He retires by rotation in the ensuing Annual General Meeting and is eligible for re-appointment. He has got rich experience in the field of technology.

He also holds Directorship in the following companies:

Sr. No.	Name of the Company	Designation
1	Diyatec Private Limited	Director

He is also a member of Stakeholders Relationship Committee of the Company. Further, he holds 2,97,575 equity shares in the Company.

- Smt. (CS) Pooja Shah (DIN: 07441428), aged about 26 years, was appointed as an Additional Director of the Company. She is a Company Secretary by Profession. She has got rich experience of more than 3 years in the field of Corporate and allied laws.

She holds Directorship in the following companies:

Sr. No.	Name of the Company	Designation
1.	Nandan Industries Private Limited	Director

She does not hold shares in the Company.

3. **AUDIT COMMITTEE:**

3.1 **Broad Terms of Reference:**

The Audit Committee of the Company consists of 3 Directors consisting of independent and executive directors. All members of the Audit Committee have accounting and financial management expertise. Four Audit Committee Meetings were held during the period under review viz., May 30, 2016, July 30, 2016, November 14, 2016 and February 14, 2017. The Company Secretary acts as the Secretary to the Audit Committee.

The Audit Committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the Company. The terms of reference of the Audit Committee constituted by the Board in terms of Section 177 of the Companies Act, 2013, broadly includes matters pertaining to adequacy of internal control systems, review of financial reporting process, discussion of financial results, interaction with auditors, appointment and remuneration of auditors, adequacy of disclosures and other relevant matters. During the previous financial year, Board also took an important decision to dissolve the Risk Management committee and transferred all its roles to Audit Committee. Thus, Audit Committee shall now also look after analyzing and finding out probable risks to the company and its management thereafter.

Terms of Reference of Audit Committee

- The recommendation of appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditors' independence, their performance and effectiveness of audit process.
- Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors Responsibility Statement to be included in the Board Report in terms of Section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reason for the same.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Approval or subsequent modification of transactions of the listed entity with related parties.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To review the functioning of the whistle blower mechanism.

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Oversight of the entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Identifying and managing risks to the company.

Risk Management Policy and composition of Audit Committee are available at the website of the company - www.sglgis.com

3.2 Composition of Audit Committee:

The composition of the audit committee as on March 31, 2017 is as under:

Name	Designation	Number of Meetings attended
Smt. Pooja Shah*	Chairman	N.A.
Shri Dinesh Shah	Member	4/4
Shri Ramesh Sojitra	Member	3/4

* Appointed to Board on March 14, 2017

4. NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of the Nomination and Remuneration Committee cover all applicable matters specified under new SEBI Listing regulation and Section 178 of the Companies Act, 2013.

The Committee comprises of 3 members. Company Secretary acts as the Secretary to the Committee.

Terms of Reference

- Identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments / removals where necessary.
- Formulate criteria for determining qualifications, positive attributes and independence of director and recommend to the Board a policy relating to the remuneration of directors, Key Managerial Personnel and other employees.
- Evaluate the performance of every director.
- Devise a policy on Board diversity.
- Whether to extend or continue the term of appointment of the independent directors, on the basis of the report of their performance evaluation.

4.1 Composition of Nomination and Remuneration Committee:

As on March 31, 2017, the following Directors were members of the Nomination & Remuneration Committee:

Name	Designation	Number of Meetings attended
Smt. Pooja Shah*	Chairman	N.A.
Shri Dinesh Shah*	Member	N.A.
Shri Mitesh Sanghvi*	Member	N.A.

*No meeting of NRC has been held after the committee was restructured due to changes in Board.

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 meetings of the remuneration committee were held on 30/05/2016 and 30/07/2016.

4.2 Remuneration Policy:

Company's remuneration policy is based on the principles of pay for growth. Keeping in view the above, the Remuneration Committee is being vested with all the necessary powers and authorities to ensure appropriate disclosures on remuneration to the Executive Directors. Remuneration of Directors, Key Managerial Personnel and Senior Employees Policy is available on the website of the Company on www.sglgis.com.

As for the Non-executive Directors, their appointment on the Board is for the benefit of the Company due to their vast professional expertise in their individual capacity.

4.3 Remuneration to Directors:

The details of remuneration and sitting fees paid or provided to each of the Directors during the year ended March 31, 2017 are given below:

(Amt. in Rs.)

Sr. No.	Name of Director	Salary	Sitting fees
1.	Shri Ramesh K. Sojitra	24,00,000	NIL
2.	Smt. Leelavanti Sojitra	NIL	NIL
4.	Shri Kantilal V. Ladani	NIL	NIL
5.	Shri Chirag Soni	18,00,000	NIL
6.	Shri Mitesh Sanghvi	N.A.	NIL
7.	Shri Dinesh Shah	N.A.	NIL
8.	Smt. Pooja Shah	N.A.	NIL

N.B.:

- 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 were paid to any Board member during the previous year.
- Smt. Leelavanti Sojitra has resigned w.e.f. March 15, 2017
- None of the Non-executive Director or Independent directors hold any shares in the Company
- Smt. Pooja Shah was Appointed as Additional (Independent) Director w.e.f. March 14, 2017

5. **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Company has a structured system of reviewing Shareholder's/Investors' complaints. A Committee of Directors designated as "Stakeholder Relationship Committee" is constituted to review the status of investors' grievances and effective redressal of the complaints of the shareholders.

The Stakeholders Relationship Committee looks after the complaints made by any shareholder of the company and prompt redressal of complaint made. Majority of complaints received are relating to share transfers/ transmission, non-receipt of Annual report. The committee also recommends steps to be taken for future improvement in the quality of service to the investors. As on March 31, 2017, the Committee consists of 5 Directors with a optimum mix of Independent, Non-executive and Executive directors. Company Secretary acts as the Secretary of Committee.

5.1 **Composition:**

As on March 31, 2017 Stakeholder Relationship Committee consists of following Directors:

Name	Designation	Number of Meetings attended
Shri Mitesh Sanghvi	Chairman	N.A.
Smt. Pooja Shah	Member	N.A.
Shri Ramesh Sojitra	Member	1/1
Shri Kantilal Ladani	Member	1/1
Shri Chirag Soni	Member	N.A.

During the year one meeting of the committee was held 30/05/2016. As on March 31, 2017, No Investor complaints were remaining unresolved.

6. **GENERAL BODY MEETINGS:**

Details of Location and time for the last three Annual General Meetings (AGM) of the Company are as under:

Year	Venue	Date	Time
2013-14	Scanpoint Geomatics Ltd. "Scan House", B/h. Town Hall, Ashram Road, Ahmedabad.	30.09.2014	10:30 A.M.
2014-15	Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Off. S.G. Highway, Nr. Ashok Vatika, Ahmedabad-380058	30.09.2016	10:30 A.M.
2016-16	Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Off. S.G. Highway, Nr. Ashok Vatika, Ahmedabad-380058	30.11.2016	10:30 A.M.

EXTRA ORDINARY GENERAL MEETING:

No Extra Ordinary General Meeting of the members of the company was held during last three year. However, on 15th October, 2014, the Company has passed the resolutions through postal ballot in accordance with the provisions of the Companies Act, 2013.

7. DISCLOSURES:

There was no material transaction with related parties which were in conflict with the interests of the Company. Transactions with related parties are specifically disclosed in AOC -2, which is a part of this Annual Report.

8. MEANS OF COMMUNICATION:

The Company has published its Quarterly / Half yearly Financial Results in a daily news papers both English and in principle vernacular language of the district where the registered office of the Company is situated as per the listing agreement. Quarterly results are normally published in “Western Times” Gujarati and English editions. The result was also submitted to Stock Exchanges as per regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016.

Green Initiative

The Company’s philosophy focuses on making the environment greener for the benefit of prosperity. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

9. GENERAL SHAREHOLDERS’ INFORMATION:

9.1 Annual General Meeting

As indicated in the notice accompanying this Annual Report, the 25th AGM of the Company will be held on the date and place mentioned hereinbelow:

- Date and Time: Thursday, 28th September, 2017 at 10.30 A.M.
- Venue: K. K. House, S. P. Ring Road, Ambli-Bopal, Ahmedabad – 380058

9.2 Book closure

The Transfer books will remain closed form 22nd September, 2017 to 28th September, 2017 (Both days inclusive)

9.3 Stock Exchange where Equity Shares of the Company are Listed and Scrip Code for the Company's are as followed:

- Bombay Stock Exchange Limited 526544

9.4 Address for Correspondence for share/Debenture and related matters:

- Company's Secretarial Department for any kind of correspondence :**
Scanpoint Geomatics Limited
12, Abhishree Corporate Park, Iskcon-Ambli Road, Ahmedabad – 380058
Phone: 02717-297096 Website: www.sglgis.com mail: info@sglgis.com
- Registrar & Share Transfer Agents:** (Investor Relation office at Ahmedabad)
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1)
Nr. St. Xavier's College Corner, Off C G Road, Ahmedabad - 380006
Phone: 079 - 2646 5179/86/87 mail: ahmedabad@linkintime.co.in

9.5 **Procedure for Transfer of Shares**

For shares held in physical mode

The process of transfer of Equity Shares in physical form is registered by the Company's Registrar and Share Transfer Agents Link Intime India Pvt. Ltd. If the instrument of share transfer and supporting documents are found to be in order, the transfer work is completed within a period of 30 days from the date of receipt of such documents. 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 held in De-mat form as on March 31, 2017 are as under:

Particulars	No. of Equity shares	% to Share Capital
NSDL	19338319	71.88
CDSL	5784381	21.50
Physical	1781300	06.62
Total	26904000	100.00

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

9.6 Distribution of shareholding as on 31st March, 2016

No. of Equity Share held	No. of share Holder	% of share Holder	No. of shares	% of shares holding
Up to 500	7235	80.7	1506796	5.60
501-1000	785	8.75	680401	2.53
1001-2000	375	4.18	586850	2.19
2001-3000	146	1.62	379845	1.41
3001-4000	72	0.8	261958	0.98
4001-5000	87	0.97	417909	1.55
5001-10000	115	1.29	867490	3.22
10001 & above	151	1.69	22202751	82.52
Total	8966	100	26904000	100

9.7 Categories of Shareholders as on March 31, 2017

Category	No. of share Held	%
Promoters, Director, Group Companies & their Relatives	8233425	30.60
Mutual Fund, Insurance & Other Banks	47900	0.17
Private Bodies Corporate	1343125	4.99
NRI's/OCB's	377076	1.40
Indian Public & others	16902474	62.84
Total	26904000	100.00

9.8 Stock Market Data:

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

Month	BSE	
	High (Rs.)	Low (Rs.)
April, 2016	34.00	26.05
May, 2016	32	24
June, 2016	25	18.50
July, 2016	24.35	21.00
August, 2016	24.40	18.80
September, 2016	28.70	19.40
October, 2016	26	21.50
November, 2016	23.95	16.65
December, 2016	27.50	15.30
January, 2017	25.85	21.50
February, 2017	24.50	21.40
March, 2017	23.75	19.20

10. OTHER DISCLOSURES

10.1 Related Party Transactions

All Related Party Transactions are placed before the Audit Committee. The Board has approved a 'Policy on Related Party Transactions' web link of which forms part of Directors' Report. There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

10.2 Statutory Compliance, Penalties and Strictures

There were instances of material non-compliance and pursuant to the same, monetary penalty was imposed on the Company by Stock Exchanges to the tune of Rs. 3,24,915 during the year under review.

10.3 Disclosure of Accounting Treatment

The Company has followed the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable, in the preparation of its financial statements.

10.4 Code of Conduct for prohibition of Insider trading

Your company had adopted a Code of conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2016 as amended from time to time. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. During the year under review, the Company had made due compliance with SEBI (Prohibition of Insider trade) Regulations, 2016.

10.5 Details of compliance with mandatory requirements

The Company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016.

10.6 Declaration – Code of Conduct

I, Ramesh Sojitra, Managing Director of Scanpoint Geomatics Limited, hereby declare that all the members of the Board of Directors and Senior Management have, for the year ended on March 31, 2017 affirmed compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016.

On behalf of the Board of Directors

Sd/-

Ramesh Sojitra
Managing Director
(DIN: 00016149)

August 14, 2017
Ahmedabad

Certificate of Compliance from Practicing Company Secretary

CIN: L22219GJ1992PLC017073

Nominal Capital: Rs. 13,00,00,000/-

To,
The Members of
Scanpoint Geomatics Limited

In accordance with regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have examined all the relevant records of the Company relating to its compliance of conditions of Corporate Governance as stipulated in the said regulations for the financial year ended on 31st March, 2017.

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.

For Harish P. Jain & Associates
Practicing Company Secretaries
Sd/-

Harish Jain
(Proprietor)
FCS : 4203
CP.: 4100

Date: August 14, 2017
Place: Ahmedabad

Annexure – VI**AOC – 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name of Party	Nature of Contract	Duration	Value and justification (if any)	Date of Board Approval	Amt. paid as advance	Date of Special resolution
Not Applicable						

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of Party	Nature of Contract	Duration	Value and justification (if any) (Amt. in Lacs)	Date of Board Approval	Amt. paid as advance	Date of Special resolution
Kantilal Ladani	Services availed	N.A.	10.23	30.05.2016	N.A.	N.A.
Minal Soni	Services availed	N.A.	9.00	30.05.2016	N.A.	N.A.
Diyatec Pvt. Ltd.	Services availed	N.A.	7.00	30.05.2016	N.A.	N.A.
Karnavati Infrastructure Projects Limited	Services Availed & Sales made	N.A.	1068.03	14.12.2016	N.A.	N.A.
Ramesh Sojitra	Services Availed	N.A.	21.73	30.05.2016	N.A.	N.A.
Prop Corporate Mentors	Services Availed	N.A.	86.52	30.05.2016	N.A.	N.A.

MANAGEMENT DISCUSSION AND ANALYSIS

Global Outlook

Global economic growth was 3.1% in 2016 and is projected to reach 3.4% in 2017 and 3.6% in 2018. The boost in growth may be imputed to accelerating economic activity in both advanced economies and emerging markets and developing economies. India grew at 6.6% in 2016 as compared to 7.6% in 2015. It is expected to grow at 7.2% in 2017 and 7.7% in 2018, thus India will continue to remain one of fastest growing economy compared to other developed and emerging economies in the world.

The combination of high-performing and ubiquitous real-time computing, massive data streams, economic bandwidth, hyper-connectedness and intelligent software is creating new business opportunities for the world's leading corporations.

Software and computing technology are transforming businesses in every industry around the world in a very profound and fundamental way. Advances in hardware technologies and the continued reduction in the unit cost of hardware, the explosion of network bandwidth, advanced software technologies and technology-enabled services are fuelling the rapid digitization of business processes and information. Traditional business models are being disrupted in every industry, with digital and software-based business models.

Introduction to GIS Technology

Maps are a most easy and efficient way to interpret and communicate rapidly. Using charts and graphs, data can be seen as a pattern. But when that same data is presented on a map, we suddenly have context for the information. Because most of us are already familiar with geography, when we see data as a map it is usually understood much faster. Web-based 3D visualizations are everywhere, and maps are among the most common manifestations of this.

A Geographic Information System (GIS) is a computer system for capturing, storing, checking, and displaying data related to positions on Earth's surface. By relating seemingly unrelated data, GIS can help individuals and organizations better understand spatial patterns and relationships. GIS can use any information that includes location. The location can be expressed in many different ways, such as latitude and longitude, address, or ZIP code.

With GIS technology, one can compare the locations of different things in order to discover how they relate to each other. To illustrate, using GIS, a single map could include sites that produce pollution, such as factories, and sites that are sensitive to pollution, such as wetlands and rivers. Such a map would help people determine where water supplies are most at risk.

GIS is aggressively helping in various sectors in India. It is widely used for asset management and network planning in electric utilities. Availability of real-time/updated information about assets and consumers is a key driver in usage of GIS.

Growth prospects

There was a time when GIS use was limited to the niche market of government, telecommunications, utilities, and oil and gas sectors. That market has grown substantially, as large retailers and tech startups have seen the benefits of understanding data geospatially.

During 2016 - 2017, the software segment dominated the GIS market and accounted for close to 49% of the market share. Vendors offer industry-specific GIS software which will, in turn, propel the growth prospects of the GIS software segment. Moreover, many developing countries have started adopting GIS software which will aid in the growth of this market until the end of 2020.

The Global GIS Market is expected to increase from \$11.85 billion in 2016 to \$17.72 billion by 2021, growing at a CAGR of 11%. The increasing urbanization, in addition to the growth of enterprise GIS in developing countries, is expected to boost the demand of GIS. During the recent years, the demand for 3D based GIS has increased, owing to the development of smart cities in India, China and other South East Asian countries. The use of 3D GIS is witnessing rapid growth in building surveillance applications.

PERFORMANCE SNAPSHOT

- In line with “Make in India” campaign of Government of India, your company has contributed in the field of GIS & Image Processing software technology, in consortium with Indian Space Research Organisation (ISRO), Government of India. Your Company has continued with its research and development activities with regard to its softwares and developed enhanced versions of the softwares which can be more useful to its users.
- Your company has successfully completed a Tender for preparation of DPR of Geographical Information System (GIS) under District Innovation Fund (DIF) for Dhalai District, Govt. of Tripura.
- Your Company has been awarded project for Smart City under the scope of “Design, Development & Implementation of Web Based GIS application along with GIS database” for Surat Municipal Corporation, Government of Gujarat.
- Your Company has been awarded scanning and digitization project by a Tender: “Digitization of Cadastral Maps/Revenue Maps and Integration with Revenue Records across the State of Rajasthan” in Jaipur for 2 clusters (Sikar & Jhunjhunu), issued by Board of Revenue for Rajasthan, Ajmer, Govt. of Rajasthan.
- Your Company has also been awarded a Tender: “To provide GIS as a Service for planning and designing of overhead optical fiber network using Power Transmission Line Network (PTLN) under Gujarat Fiber Grid Project (Phase II of Bharat Net Project of GoI)” issued by Gujarat Informatics Ltd., on behalf of Department of Science and Technology, Government of India.

- Your company has satisfactorily completed Resurvey activities project under NLRMP (National Land Record Modernization Programme) for Amreli, Rajkot, Kutch, Patan districts Government of Gujarat.
- Your Company has also been awarded a project for Development of Land Allotment Application which provides centralized access information for land allotment records with land parcel map over intranet /internet for various districts of Gujarat.
- Your Company has been qualified for a Smart City project under the scope of “Base Map Creation/Updation, Implementation and Post Implementation of Enterprise GIS Application for Pune Municipal Corporation” - Pune Municipal Corporation, Government of Maharashtra.
- Your Company have ongoing project for “Establishment of Ground Control Network, Conducting Survey/Resurvey And Updation of The Survey & Settlement (Records) Operations In Rajasthan under NLRMP issued by CEO, RBAAS & SCR, Government of Rajasthan. The Company has been successfully awarded the Project worth Rs. 100 Crores (approx)
- Your Company has also supplied IGiS software applications to the agencies (i.e. Wapcos, S.K.P. Projects Pvt. Limited etc.) Which are working under Digital India Land Records Mordenisation Programme in various districts in the State of Gujarat.
- The Company has been consistent in starving of its research activities in line with Make in India vision of the Government of India to develop reformed versions with its extended features. Your Company has developed an ‘IGiS Enterprise Suit’ in association with ISRO. This is a resultant output of more than 10 years of R&D of ISRO scientists & Scanpoint Team.

FUTURE OUTLOOK

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. An Indigenous technology is the strongest attribute of the Company and by considering the usage of IGiS Technology in various verticals; your management strives to identify the growth opportunities to deliver strong performance.

The management has planned to focus on Smart City Solutions, Urban Planning and Infrastructure, Defense & Security and Agriculture sectors. Your Company has developed effective solutions for the said Geomatics area which duly comply with Digital India Initiatives. We are well pledge in market to tap and explore the opportunities in GIS.

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 common 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 takes 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 satisfaction to the clients.

Risk: The growth of the Company is correlated to high performing individuals and overall skill development of the employees.

Mitigation: The Company focuses on enhancing the skills of its people through a standardized curriculum as well as on developing talent among its employees in marketing and technology through various leadership programs.

Risk: Disruption in sources of funding could adversely affect the liquidity and financial position of the Company.

Mitigation: The Company meets its funding requirements from diverse sources, including shareholder funding, securitized receivables, secured and unsecured loans and several other credit facilities.

Risk: Non-repayment by borrowers might disrupt the cash flows.

Mitigation: The Company actively manages its credit exposures with regular assessment across its customer profile. All the diverse product portfolios are strictly monitored to ensure minimal delinquency levels.

Risk: Exposure to interest rate risks might result in increased cost of lending to customers.

Mitigation: The Company prudently assesses the fund mix to reduce dependency on any one source of funding.

Risk: Regulatory implications might dent the smooth operational functioning of the Company.

Mitigation: The Company has in place a robust Corporate Governance framework and ensures that all the regulatory checks are successfully complied with at all times.

The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risks. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a properly defined framework.

In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify and assess the key risk areas, to monitor and report compliance and effectiveness of the policy and procedure.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly.

The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by professional chartered accountancy firm. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

HUMAN RESOURCES

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. Industrial relations are cordial and satisfactory.

We continuously strive to attract and retain the best talent from the local markets; clearly define their roles and responsibilities; include them into robust performance management systems; create an inspiring and rewarding work environment; engage them into an inclusive work place; impart training and create development opportunities for increasing employee knowledge and efficiency to make them future ready and to create career opportunities.

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.

Independent Auditor's Report

To
The Members of
Scanpoint Geomatics Ltd.

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor 's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure" a statement on the matters specified in paragraph 3 and 4 of the Order.
- 2) As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has adequately made provision for amount involved in the pending court litigations in the books of account.
 - ii. The company did not have any material foreseeable losses on long term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.
 - iv. The Company has provided disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016

to 30th December, 2016 and the same are in accordance with books of accounts maintained by the company.

For Manoj Acharya & Associates

Chartered Accountants

Manoj Acharya

Partner

Membership number: 45714

Firm's registration number: 114984W

Place: Ahmedabad

Date: 29th May, 2017

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

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

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

i. FIXED ASSETS:

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

ii. INVENTORIES:

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

iii. LOANS:

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

iv. LOANS, INVESTMENTS AND GURANTEES:

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

v. PUBLIC DEPOSITS:

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

vi. COST RECORDS:

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

vii. STATUTORY DUES:

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

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

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

viii. REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS:

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

ix. TERM LOAN / MONEY RAISED:

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

x. FRAUD ON OR BY THE COMPANY:

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

xi. MANAGERIAL REMUNERATION:

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

xii. NIDHI COMPANY:

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

xiii. RELATED PARTIES TRANSACTIONS:

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

xiv. PREFERENTIAL ALLOTMENT:

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

xv. NON CASH TRANSACTIONS:

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

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

For Manoj Acharya & Associates
Chartered Accountants

Manoj Acharya

Partner

Mem. No. 45714

Firm Reg. No. 114984W

Place: Ahmedabad

Date: 29th May, 2017

1. Significant Accounting Policies

i. Corporate Information

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

ii. Basis of Preparation of Financial Statements

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

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

iii. Use of Estimates

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

iv. Fixed Assets

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

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

v. Depreciation

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

vi. Investments

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

vii. Inventories

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

viii. Revenue Recognition

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

ix. Foreign Currency Transactions

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

x. Employee Retirement Benefits

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

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

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

xi. Taxation

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

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

xii. Cash Flow Statements

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

xiii. Earnings per share

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

xiv. Contingencies and provisions

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

BALANCE SHEET AS AT 31st MARCH, 2017

PARTICULARS	Note No.	Amount in Rs.	Amount in Rs.
		As At March 31, 2017	As At March 31, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2	5,38,08,000	5,38,08,000
(b) Reserves and Surplus	3	6,61,20,904	6,13,07,556
(c) Money received against share warrant		-	-
		11,99,28,904	11,51,15,556
(2) Share application money pending allotment (To the extent not refundable)		-	-
(3) Non- current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred Tax liabilities (Net)	4	42,78,997	21,97,892
(c) Other Long term liabilities		-	-
(d) Long-term Provisions	5	34,50,094	51,08,539
		77,29,091	73,06,431
(4) Current Liabilities			
(a) Short term borrowings	6	27,92,84,832	15,28,50,509
(b) Trade payables	7	10,60,41,728	6,89,40,355
(c) Other current liabilities	8	1,18,42,923	1,11,66,593
(d) Short Term Provision	9	2,84,48,163	-
		42,56,17,646	23,29,57,457
TOTAL		55,32,75,641	35,53,79,444
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		1,13,13,934	2,59,09,469
(ii) Intangible assets		5,27,86,386	5,54,34,677
(iii) Intangible asset under development		1,83,15,728	-
(b) Non-current investments	11	1,86,00,000	1,86,00,000
(c) Long-term loans and advances	12	94,92,666	76,28,566
(d) Other non-current assets	13	5,65,77,726	15,88,629
		16,70,86,440	10,91,61,341
(2) Current assets			
(a) Inventories		-	-
(b) Trade receivables	14	34,79,55,262	24,03,66,322
(c) Cash and cash Equivalents	15	25,34,547	23,56,256
(d) Short-term loans and advances	16	3,56,99,392	34,95,525
		38,61,89,201	24,62,18,103
TOTAL		55,32,75,641	35,53,79,444

Significant accounting policies and notes to accounts

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Manoj Acharya & Associates
Chartered Accountants

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

Manoj Acharya
Partner
Ahmedabad, 29th May, 2017

Ramesh Sojitra
Managing Director

Chirag Soni
Whole Time Director

Kanti V. Ladani
CFO
Richi M Shah
Company Secretary
Ahmedabad, 29th May, 2017

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

		Amount in Rs.	Amount in Rs.
PARTICULARS		As At March 31, 2017	As At March 31, 2016
A.	Cash Flow from Operating Activities		
	Net Profit/(Loss) before Tax and Extra ordinary items	40,17,374	(4,71,49,645)
	Adjustments for:		
	Add:		
	Depreciation	84,59,624	93,37,676
	Interest Paid	43,45,036	56,26,951
	Exceptional Items	-	1,75,07,760
	Less:		
	Interest Received	9,94,065	1,46,192
	Profit on sale of Asset	8,04,243	
	Operating Profit/(Loss) before Working Capital Changes	1,50,23,726	-1,48,23,450
	Adjustments for:		
	Inventories	-	4,38,04,279
	Trade Receivable	(10,75,88,940)	(6,44,35,019)
	Short term Loan and Advances	(3,22,03,867)	(15,15,379)
	Long Term provision	(16,58,445)	12,45,164
	Long-term borrowings	-	(75,12,737)
	Short term borrowings	12,64,34,323	27,94,626
	Trade payables	3,71,01,373	2,31,12,434
	Other current liabilities	6,76,330	1,12,12,000
	Other current provision	2,84,48,163	-
	Cash Generated from Operation	6,62,32,663	(61,18,082)
	Prior Period Expenses	-	9,63,188
	Cash Flow after Extraordinary items	6,62,32,663	(70,81,270)
B.	Cash Flow from Investing Activities		
	Long-term loans and advances	(18,64,100)	34,71,299
	Sale of Assets	1,35,00,000	7,01,89,500
	Less:		
	Purchases of Fixed Assets	1,93,50,204	6,25,06,829
	Purchases Loang term Investment	-	-
	Net Cash used in Investing Activities	(77,14,304)	1,11,53,970
C.	Cash Flow from Financing Activities		
	Interest Recieved	9,94,065	1,46,192
	Less:		
	Interest paid	43,45,036	56,26,951
	Net Cash used in Financing Activities	(33,50,971)	(54,80,759)
	Net Increase in Cash and Cash Equivalents	5,51,67,388	(14,08,059)
	Cash and Cash Equivalent as at 31-3-2016	39,44,885	53,52,944
	Cash and Cash Equivalent as at 31-3-2017	5,91,12,273	39,44,885

NOTES

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

As per our attached report of even date

For Manoj Acharya & Associates
Chartered Accountants

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

Manoj Acharya
Partner
Ahmedabad, 29th May, 2017

Ramesh Sojitra
Managing Director

Chirag Soni
Whole Time Director

Kanti V. Ladani
CFO

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

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

		Amount in Rs.	Amount in Rs.
		As At	As At
		March 31, 2017	March 31, 2016
PARTICULARS	Notes		
I Revenue from operations:	17		
Sale of Products		24,97,11,660	24,50,74,084
Sale of Services		7,75,67,518	1,55,46,301
Less: Excise Duty		-	-
		32,72,79,178	26,06,20,385
II Other Income	18	47,93,731	1,23,66,790
III Total Revenue (I + II)		33,20,72,910	27,29,87,175
IV Expenses			
Cost of Materials Consumed	19	23,82,24,892	24,20,64,767
Increase in inventories of finished goods, work in progress and Stock-in- trade	20	-	-
Employee benefits expense	21	88,99,826	91,17,708
Finance Costs	22	43,45,036	56,26,951
Depreciation and amortization expense	10	84,59,624	93,37,676
Other expense	23	6,81,26,158	3,64,81,958
Total Expense		32,80,55,536	30,26,29,060
V Profit before exceptional and extraordinary items and tax (III-IV)		40,17,374	(2,96,41,885)
VI Exceptional Items		-	1,75,07,760
VII Profit before extraordinary items and tax (V-VI)		40,17,374	(4,71,49,645)
VIII Extraordinary items	30	28,77,079	-
IX Profit before tax (VII+VIII)		68,94,453	(4,71,49,645)
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax Income (Net)		20,81,105	12,39,346
XI Profit/(Loss) for the period from continuing operations (IX - X)		48,13,348	(4,83,88,991)
XII Profit/(Loss) for the period from discontinuing operations			
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit/(Loss) for the period (XI + XIV)		48,13,348	(4,83,88,991)
XVI Earnings per equity share:			
(1) Basic		0.18	(1.80)
(2) Diluted		0.18	(1.80)

significant accounting policies and notes to accounts 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Manoj Acharya & Associates
Chartered Accountants

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

Manoj Acharya
 Partner
 Ahmedabad, 29th May, 2017

Ramesh Sojitra
 Managing Director

Chirag Soni
 Whole Time Director

Kanti V. Ladani
 CFO
 Ahmedabad, 29th May, 2017

Richi M Shah
 Company Secretary

NOTES FORMING PART OF ACCOUNTS

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 2		
SHARE CAPITAL		
-Authorised		
65000000 Equity Shares of Rs. 2/- each	13,00,00,000	13,00,00,000
-Issued, Subscribed and Paid up		
* 26904000 Equity Shares of Rs.2/- each fully paid-up.	5,38,08,000	5,38,08,000
TOTAL	5,38,08,000	5,38,08,000

- Reconciliation of Shares:	Number	Amt (Rs)	Number	Amt (Rs)
Shares Outstanding at the beginning of the year	26904000	5,38,08,000	26904000	5,38,08,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
Total	26904000	5,38,08,000	26904000	5,38,08,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Shares Outstanding at the end of the year	26904000	5,38,08,000	26904000	5,38,08,000

Terms and rights attached to equity shares

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

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

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

NOTE 3**RESERVES AND SURPLUS****General Reserve**

Opening Balance	11,63,292	11,63,292
Add : Transfer from Profit and Loss Account	-	-
Less : Appropriations	-	-
Balance at the end of the year	11,63,292	11,63,292

Capital Reserve

Opening Balance	1,65,44,664	2,01,76,019
Add : Transfer from Profit and Loss Account	-	-
Less : Appropriations Goodwill written off	-	(36,31,355)
Balance at the end of the year	1,65,44,664	1,65,44,664

Profit and Loss Account

Opening Balance	4,35,99,600	9,19,88,591
Add: Profit During The Year	48,13,348	(4,83,88,991)
Balance at the end of the year	4,84,12,948	4,35,99,600
TOTAL	6,61,20,904	6,13,07,556

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 4		
Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets	42,78,997	21,97,892
TOTAL	42,78,997	21,97,892
NOTE 5		
LONG TERM PROVISIONS		
Provision For Employee Benefits		
Gratuity (Unfunded)	30,47,154	48,39,272
Leave Encashment (Unfunded)	4,02,940	2,69,267
TOTAL	34,50,094	51,08,539
NOTE 6		
SHORT TERM BORROWINGS		
Secured		
Working Capital Loans repayable on demand from banks	3,88,84,407	2,02,43,664
Unsecured		
Loans and advances from Related Parties		
Loan from Shareholders	74,12,000	-
From Directors	4,44,37,350	4,86,76,266
Intercompany Deposits		
From Related Parties	15,55,51,075	6,84,71,871
From Others	3,30,00,000	1,54,58,708
TOTAL	27,92,84,832	15,28,50,509
(A) For Working Capital Loans		
(i) Nature of Security		
Secured by way of Hypothecation of Book debts and Collateral Security of extension of mortgage of Residential Bungalow at Ahmedabad		
(ii) Rate of Interest		
Working Capital Loans from banks carry interest rate of 12.60% per annum. (For the previous year the rate was 12.60% also.)		
(B) For Intercompany Deposits		
(i) Rate of Interest		
Inter Corporate deposit of Rs.8,652,893.00 from Prop Corporate Mentors carry interest rate of 12%. (for previous year rate is 12%)		
Inter Corporate deposit from others didn't carry any interest.		
NOTE 7		
TRADE PAYABLES		
For Goods	6,60,07,468	5,19,20,952
For Expenses	4,00,34,260	1,70,19,403
Refer Note No.28 for MSME classification		
TOTAL	10,60,41,728	6,89,40,355

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 8		
OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings		
Secured:		
Term Loan		
From Banks	-	4,04,491
Secured by way of Hypothication of Innova Car		
Advance from Customers	2,85,068	2,85,068
Other Payables		
For Statutory Dues	1,15,57,855	1,04,77,034
TOTAL	1,18,42,923	1,11,66,593
NOTE 9		
SHORT TERM PROVISIONS		
For Expenses	2,11,25,535	-
For Salaries payable	68,72,628	-
For Audit Fees	4,50,000	-
TOTAL	2,84,48,163	-
NOTE 11		
NON - CURRENT INVESTMENT		
Investment in Equity Instruments		
Shares of Shreejikrupa Buildcon Limited		
Number	Face Value	Trade Investment (Long term)
	Per Unit	
310000	10/-	18600000.00
		1,86,00,000
		1,86,00,000
Total Non- Current Investment	1,86,00,000	1,86,00,000
a. Aggregate amount of quoted investments		
Market Value of quoted investments	-	-
Aggregate amount of unquoted investments	1,86,00,000	1,86,00,000
b. Disclosures as per AS 13-Accounting for Investments		
Long Term Investments	1,86,00,000	1,86,00,000
Current Investments	-	-
TOTAL	1,86,00,000	1,86,00,000
NOTE 12		
LONG TERM LOANS AND ADVANCES		
Unsecured Considered Good:		
Capital Advances	34,00,000	34,00,000
Security Deposits	50,92,666	32,28,566
Other loans and advances	10,00,000	10,00,000
TOTAL	94,92,666	76,28,566
NOTE 13		
OTHER NON CURRENT ASSETS		
-Cash and Cash Equivalents		
Other Bank Balances		
-In Deposit Accounts		
With original maturity more than 12 months	5,65,77,726	15,88,629
TOTAL	5,65,77,726	15,88,629

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 14		
TRADE RECEIVABLES		
<i>Unsecured considered good</i>		
Outstanding for a period exceeding six months from the date they were due for payment		
Good (Net of Debit and Credit Balances)	17,85,43,241	14,83,75,280
Doubtful	-	-
Others	16,08,58,514	8,34,37,535
Amount Due from related party (Scanpress Limited)	85,53,507	85,53,507
TOTAL	34,79,55,262	24,03,66,322
NOTE 15		
-Cash and Cash Equivalents		
Cash on Hand	1,30,941	15,38,308
Balance with Banks		
-In Current Accounts	4,50,839	8,17,948
Other Bank Balances		
-In Deposit Accounts		
With original maturity more than 3 months but less than 12 months	19,52,767	-
TOTAL	25,34,547	23,56,256
NOTE 16		
SHORT TERM LOANS AND ADVANCES		
Others		
Prepaid Expenses	21,77,780	-
Loans & Advances To Employees & Others	1,75,801	6,43,907
Balance with Government Authorities	15,86,953	20,17,918
Advances to Suppliers	-	8,33,700
Unbilled Revenues {Refer Note No.1 (viii)}	3,17,58,858	-
TOTAL	3,56,99,392	34,95,525
NOTE 17		
REVENUE FROM OPERATIONS		
Indigenous Sales		
Sales of Products	24,97,11,660	24,50,74,084
Services Sales	7,75,67,518	1,55,46,301
TOTAL	32,72,79,178	26,06,20,385
NOTE 18		
OTHER INCOME		
Interest On Fixed Deposit	9,94,065	1,46,192
Foreign Exchange Fluctuation	-	39,80,085
Export Prior- Period Sale Rate Diff	-	81,10,113
Creditors Written Back	8,26,338	38,146
Excess Gratuity Provision Written Back	20,47,384	-
Profit on Sale of Assets	8,04,243	45,000
Other non-operating income	1,21,701	47,254
TOTAL	47,93,731	1,23,66,790

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

Inventory at the beginning of the year	-	-
Add: Purchases during the year	23,82,24,892	24,20,64,767
Less : Inventory at the beginning end of the year	-	-
Cost of Raw material consumed	23,82,24,892	24,20,64,767

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

Inventory at the end of the year	-	4,38,04,279
Less : Inventory at the beginning of the year	-	4,38,04,279
Change in inventories of finished goods (Increase)	-	-

NOTE 21**EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc.	79,43,493	73,55,177
Contribution to P.F, E.S.I and Other Statutory Funds	40,110	97,223
Workmen and Staff Welfare Expenses	3,72,284	3,76,139
Leave Encase Allowance	1,33,673	2,69,267
Provision of Gratuity	4,10,266	10,19,902
TOTAL	88,99,826	91,17,708

NOTE 22**FINANCE COSTS****Interest Expense**

Interest on Working Capital Loan	22,16,285	55,03,162
Interest on Car Loan	13,733	66,338

Other Borrowing Costs

Interest to others	21,15,018	57,451
TOTAL	43,45,036	56,26,951

Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
NOTE 23		
OTHER EXPENSES		
Survey Expenses	5,69,14,897	1,97,03,673
Store and Spares	86,238	23,205
Repairs To - Building		22,940
- Machinery	99,360	58,000
- Others	<u>3,23,260</u>	<u>5,57,040</u>
Electricity	3,75,723	4,45,342
Insurance	36,497	36,329
Audit Fees	4,63,800	4,50,000
Legal and Professional Fees	10,99,166	66,91,820
General Charges	1,85,109	1,06,813
Printing, Stationery, Postage and Telephone Expenses	4,56,463	5,62,395
Travelling and Conveyance Expenses	13,83,964	12,68,926
Foreign Travelign exp.	1,40,762	68,127
Rent, Rates and Taxes	18,23,389	43,03,518
Advertisment & Business Promotion Expenses	64,910	2,61,595
Computer Expenses	1,29,822	50,986
Seminar and Exhibition Expenses	3,32,050	2,04,232
Membership Association Fees	2,63,697	71,355
Office Expenses	63,379	3,68,460
Listing Fees	2,71,000	2,45,000
Staff Recrutment Exp.	1,46,910	1,43,153
Interest and Penalty Expenses	6,84,561	1,78,319
Brokerage & Commi.	25,000	1,75,000
Bank Chages	2,75,080	1,13,335
Bank Guarantee Charges	5,54,560	1,11,968
ISRO Royalty	-	42,626
Incometax Expenses	-	1,41,834
Tender Form Fee	63,896	-
Website Design Chages	2,19,922	-
Swachh Bharat Cess	2,02,481	75,967
Foreign Exchange Fluctuation	<u>14,40,263</u>	<u>3,64,81,958</u>
TOTAL	<u>6,81,26,158</u>	<u>3,64,81,958</u>

NOTE 10 FIXED ASSETS

SR.	Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01-04-2016	Addition During The Year	Adj./Deduction During The Year	Total Cost as at 31-03-2017	Depreciation as at 01/04/2016	Addition During The Year	Dep. Adj.	Total Dep. as at 31-03-2017	As at 31-03-2017	As at 31-03-2016
NO.	of Assets	01-04-2016	The Year	The Year	31-03-2017	01/04/2016	The Year		31-03-2017		
A)	Tangible Assets:										
1	Building	25,81,482	-	-	25,81,482	12,40,904	74,458		13,15,362	12,66,120	13,40,578
2	Plant and Equipment	2,20,90,191	5,80,000	1,69,12,284	57,57,907	54,15,853	12,70,859	42,16,527	24,70,185	32,87,722	1,66,74,338
3	Furniture and Fixtures	65,78,617	-	-	65,78,617	17,57,393	7,90,163	-	25,47,556	40,31,061	48,21,224
4	Vehicles	16,70,782	-	-	16,70,782	4,75,939	2,22,261	-	6,98,200	9,72,582	11,94,843
5	Office Equipment	5,86,649	-	-	5,86,649	2,16,219	1,13,916	-	3,30,135	2,56,514	3,70,430
6	Computer and Peripheral	41,99,091	4,54,476	-	46,53,567	35,60,308	3,53,570	-	39,13,878	7,39,689	6,38,783
7	Electric Installation	9,91,544	-	-	9,91,544	1,22,271	1,09,027	-	2,31,298	7,60,246	8,69,273
	Total Tangible Assets: (A)	3,86,98,356	10,34,476	1,69,12,284	2,28,20,548	1,27,88,887	29,34,254	42,16,527	1,15,06,614	1,13,13,934	2,59,09,469
B)	Intangible assets										
	IGIS Software Ver. 2.0	6,11,80,991	-	-	6,11,80,991	57,46,314	55,25,370	28,77,079	83,94,605	5,27,86,386	5,54,34,677
	IGIS Software Ver. 5.0 WIP	-	1,83,15,728	-	1,83,15,728	-	-	-	-	1,83,15,728	-
	Total Intangible Assets: (B)	6,11,80,991	1,83,15,728	-	7,94,96,719	57,46,314	55,25,370	28,77,079	83,94,605	7,11,02,114	5,54,34,677
	Gratnd Total (A) + (B)	9,98,79,347	1,93,50,204	1,69,12,284	10,23,17,267	1,85,35,201	84,59,624	70,93,606	1,99,01,219	8,24,16,048	8,13,44,146
	Previous Year	14,86,67,055	6,24,73,880	11,12,61,588	9,98,79,347	3,01,26,635	93,37,676	2,09,29,110	1,85,35,201	8,13,44,146	11,85,40,420

1. Significant Accounting Policies

i. Corporate Information

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

ii. Basis of Preparation of Financial Statements

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

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

iii. Use of Estimates

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

iv. Fixed Assets

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

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

v. Depreciation

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

vi. Investments

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

vii. Inventories

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

viii. Revenue Recognition

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

ix. Foreign Currency Transactions

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

x. Employee Retirement Benefits

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

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

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

xi. Taxation

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

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

xii. Cash Flow Statements

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

xiii. Earnings per share

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

xiv. Contingencies and provisions

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

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

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

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

25. Auditors Remuneration:

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

26. Directors Remuneration:

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

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

27. Cost of Materials Consumed

I. Particulars of Materials consumed:

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

II. Break up of Raw Material consumed:

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

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

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

29. Balance of Sundry Debtors, Loans and Advances recoverable in cash or kind, Deposits and Sundry Creditors are subject to confirmations, reconciliation and adjustments if any.**30. Disclosures as per Accounting Standard 5- Net Profit or Loss for the period, Prior Period Items and changes in Accounting Policies:**

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

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

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

32. Disclosures as per Accounting Standard 15- : Employee Benefits**a) Defined Contribution Plans:**

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

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

b) Defined Benefit Plans:

(i) Gratuity:

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

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

(ii) Leave Encashment:

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

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

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

34. Disclosures as per Accounting Standard 18- : Related Party Disclosures:

A. Name and Relationship of the related parties:

1. Associated/Related Company/Enterprise/Firms:

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

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

a. Key Management personnel:

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

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

(Rs. in lacs)

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

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

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

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

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

37. Disclosure on Specified Bank Notes

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

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

38. PREVIOUS YEAR FIGURES

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

In terms of our report of even date attached

For and on behalf of Board of Scanpoint Geomatics Ltd.

For Manoj Acharya & Associates
Chartered Accountants

Ramesh Sojitra*
Managing Director

Chirag Soni*
Whole Time Director

Manoj Acharya
Partner

Kanti Ladani*
Chief Financial Officer

Richi M Shah*
Company Secretary

Ahmedabad
May 29, 2017

*May 29, 2017
Ahmedabad

Attendance Slip for 25th Annual General Meeting

Scanpoint Geomatics Limited

Regd. Office: 9, Mahakant Complex, Opp. V.S. Hospital, Ashram Road, Ahmedabad – 380006

Corp. Office: 12, Abhishree Corporate Park, Iskcon-Ambli Road, Ahmedabad – 380058

E-mail: info@sgligis.com | Phone: 02717 – 297096 | website: www.sgligis.com

25th Annual General Meeting - Thursday, the 28th day of September, 2017 at 10:30 a.m., at K. K. House, S. P. Ring Road, Ambli-Bopal, Ahmedabad - 380058

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

I _____ certify that I am a registered shareholder / proxy for the registered Shareholder of the Company and hereby record my presence at the 25th Annual General Meeting of the Company on day, date and time aforementioned.

Member's/Proxy's Signature

Notes:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Joint shareholders may obtain additional slip at the venue of the meeting.
3. DP ID / Client ID shall be filled by Investors holding Shares in Dematerialized form and Folio No. shall be mentioned by Shareholders holding shares in physical form.

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

CIN: L22219GJ1992PLC017073

Regd. Office: 9 Mahakant Complex Opp. V. S. Hospital, Ashram Road, Ahmedabad – 380006.

Corporate Office: 12 Abhishree Corporate Park, Iskcon-Ambli Road, Ahmedabad – 380058.

E-mail: info@sgligis.com / hello@sgligis.com **Website:** www.sgligis.com

Phone: 079-26575371 - 2717 297096-98, **Fax:** 02717 297039

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 IDSignature.....or failing him/her

(2) Name.....Address.....

Email IDSignature.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 10.30 a.m. K. K. House, S. P. Ring Road, Ambli-Bopal, Ahmedabad – 380058 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, adopt & consider the audited financial Statements of the Company for the year ended March 31, 2017 together with Report of Board of Directors & Auditors thereon.
2. To re-appoint Shri Chirag Soni as Director of the Company
3. To Appoint Messrs Jayamal Thakore & Co., Chartered Accountants as Statutory Auditors of the Company
4. To give approval for Related Party Transactions
5. To Appoint Smt. (CS) Pooja Shah as an Independent Director of the Company

Signed this _____ day of _____, 2017

Signature of Shareholder _____

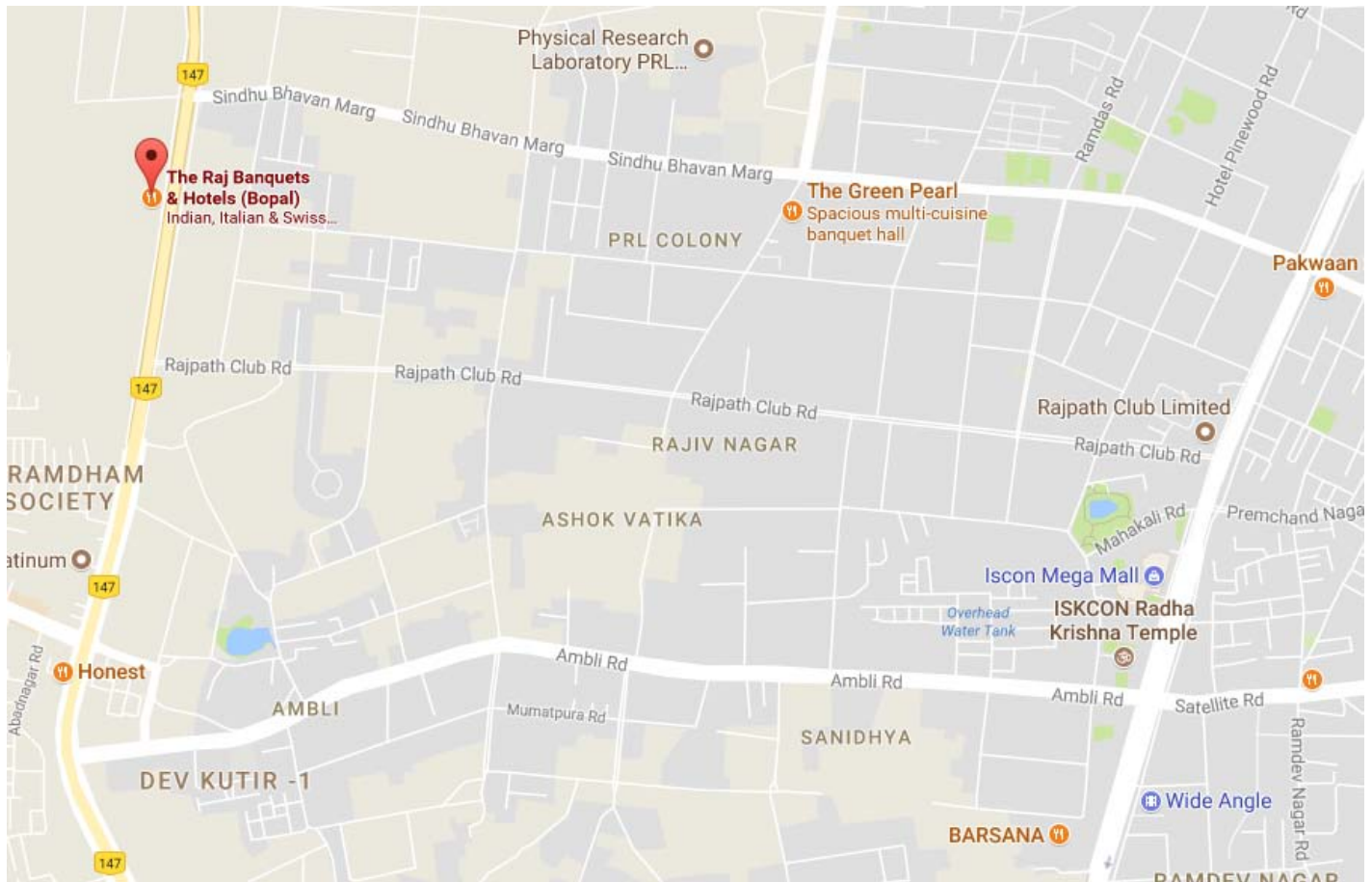
Signature of Proxy holder(s) _____

**Affix
Revenue
Stamp**

Note:

1. 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.
2. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
3. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Directions to AGM



Venue - K. K. House, S. P. Ring Road, Ambli-Bopal, Ahmedabad - 380058



National Geomatics Award for Technology for 2009 to development of IGiS 1.0 from Chief Minister Mr. Narendra Modi. The award was conferred by Indian Society of Geomatics (ISG).



A GIS Portal launched by Hon. Chief Minister Smt. Anandiben Patel, Gujarat state, which is Developed by Scanpoint Geomatics Ltd. for Surat Municipal Corporation.



BOOK-POST

If undelivered, please return to

SCANPOINT GEOMATICS LIMITED

Corporate Office: 12 Abhishree Corporate Park, Isckon-Ambli Road, Ahmedabad - 380 058. (Gujarat)

Phone : +91 79 26575371, +91 2717297096-98 **Fax :** +91 2717297039 **CIN :** L22219GJ1992PLC017073

Email : info@scanpointgeomatics.com **web :** www.scanpointgeomatics.com