

Date: 04.09.2018

To,
Corporate Relationship Department
BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 526544

Dear Sir / Mam,

Sub.: Notice of 26th Annual General Meeting of the Company

This is reference to our earlier letter dated August 29, 2018 submitted to you, wherein We had intimated about book closure for 26th Annual General Meeting(AGM) which is scheduled on Saturday, September 29, 2018 at 10.30 a.m. at K.K. House, S.P. Ring Road, Ambli-Bopal, Ahmedabad – 380058, Gujarat.

In connection with the same, attached herewith the Notice of the said AGM for your information and record.

Kindly acknowledge the same.

Thanking You.

Yours faithfully,

For, Scanpoint Geomatics Limited


Mukesh Limbachiya
Company Secretary

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

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

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NOTICE

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of Scanpoint Geomatics Limited will be held on Saturday, the 29th day of September, 2018 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:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the report of Auditors thereon.
2. To appoint a Director in place of Shri Kantilal V. Ladani (DIN: 00016171), who retires by rotation, and being eligible to offer himself for re-appointment.

Special Business:

3. 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 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, ("Regulations") , consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to approve and enter into Related Party Transactions for an amount not exceeding Rs. 50 Crores, severally for each of the related parties as mentioned in explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."
4. To appoint Mr. Manish Dangi as Director of the Company
To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof, for the time being in force, and recommendation made by Nomination and Remuneration Committee, Mr. Manish Dangi (DIN: 07569728), who was appointed as an Additional Director of the Company with effect from May 30, 2018, and whose term expires at this Annual General Meeting (AGM), and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."
5. To appoint Mr. Ankur Fofaria as an Independent Director of the Company
To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and recommendation made by Nomination and Remuneration Committee, Mr. Ankur Fofaria (DIN 02963276), who was appointed as an Additional Director (Independent) of the Company with effect from August 14, 2018 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto August 13, 2023, not liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

August 14, 2018
Ahmedabad

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

By Order of the Board of Directors
Sd/-
Mukesh Limbachiya
Company Secretary

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 Monday, September 24, 2018 to Saturday, September 29, 2018 (both days inclusive).
- Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
- 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 on all working days during the business hours 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 26th 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 Wednesday, September 26, 2018 at 09:00 a.m. and ends on Friday, September 28, 2018 at 05:00 p.m. 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 Saturday, September 22, 2018 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 Attendance Slip 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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. M/s. Harish P. Jain & Associates, Practicing Company Secretaries (Membership No. F4203, CP No. 4100) 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.sgligis.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.

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment and re-appointment is as follows:

Name of Directors	Kantilal V. Ladani	Manish Dangi	Ankur Fofaria
Date of Birth	July 18, 1967	August 08, 1975	June 06, 1977
Date of Appointment	September 09, 2016	May 30, 2018	August 14, 2018
Qualification	Bachelor of Commerce	Chartered Accountant	Chartered Accountant
Experience in specific Functional Areas	He has more than 22 years of experience in the field of Finance and Account.	He is specialize in restructuring and has worked on various Executive Management positions in India and Overseas.	He has more than 18 years of experience in the field of Financial Management, Taxation, Audit Assurance, Corporate planning etc.
Names of listed entities in which the person also holds the directorship	NIL	NIL	NIL
Membership / Chairmanship of Committees of listed entities	NIL	NIL	NIL
Number of Shares held in the Company	2,70,810	NIL	NIL
Relationship with any Director(s) of the Company	NIL	NIL	NIL

**Annexure to Notice
Explanatory Statement**

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

Item No. 3

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, the Board of Directors seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into related Party Transactions with the following related parties:

1. Karnavati Infrastructure Projects Ltd
2. Prop Corporate Mentors Pvt. Ltd.
3. Diyatec Pvt. Ltd.
4. Arth Geospatial Pvt. Ltd.
5. Scan Press Limited
6. Theeta Trading LLP
7. Turnrest Resources Pvt. Ltd.
8. Kantilal Ladani
9. Minal Soni

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No. 3 to the accompanying Notice as an ordinary resolution.

None of Director, key managerial personnel (KMP) and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in Company.

Item No. 4

The Board of Directors, at its meeting held on May 30, 2018, approved the appointment of Mr. Manish Dangi (DIN: 07569728) as an Additional Director (Non-Executive, Non-Independent), on the Board of the Company. He holds office up to the conclusion of this Annual General Meeting. The details of Mr. Manish Dangi, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

The Board feels that presence of Mr. Manish Dangi on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Manish Dangi himself is interested in the resolution under Item No. 4.

Item No. 5

The Board of Directors based on recommendation of Nomination & Remuneration Committee, at its meeting held on August 14, 2018, approved the appointment of Mr. Ankur Fofaria (DIN: 02963276) as an Additional Director (Non-Executive, Independent), on the Board of the Company. He holds office up to the conclusion of this Annual General Meeting. The details of Mr. Ankur Fofaria, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

In the opinion of the Board, Mr. Ankur Fofaria possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Board recommends the passing of the resolution as set out at item no. 5 as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Ankur Fofaria himself is interested in the resolution under Item No. 5.

By Order of the Board of Directors

Sd/-

Mukesh Limbachiya

Company Secretary

August 14, 2018
Ahmedabad

Registered Office

9, Mahakant Complex,
Opp. V. S. Hospital, Ashram Road,
Ahmedabad, Gujarat-380006

Attendance Slip for 26th 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

26th Annual General Meeting - Saturday, the 29th day of September, 2018 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 26th Annual General Meeting of the Company on day, date and time aforementioned.

Shareholder'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 ID

or failing him/her

(2) Name.....Address..... Email ID

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 26th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 10.30 a.m. at 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, consider & adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 together with Report of Board of Directors & Auditors thereon.
2. To re-appoint Shri Kantilal Ladani as Director of the Company
3. To give approval for Related Party Transactions
4. To appoint Shri Manish Dangi as a Director of the Company
5. To appoint Shri Ankur Fofaria as an Independent Director of the Company

Signed this _____ day of _____, 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

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.