



## SCANPOINT GEOMATICS LIMITED

Our Company was originally incorporated as 'Scanpoint Graphics Limited' at Ahmedabad as a public limited company under the Companies Act, 1956 and was granted the certificate of incorporation on February 7, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 6, 1992. Subsequently, pursuant to a special resolution of the shareholders dated September 10, 2007 passed in the 15<sup>th</sup> AGM of the Company, the name of our Company was changed to 'Scanpoint Geomatics Limited' vide fresh certificate of incorporation consequent upon change of name dated April 22, 2008 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. For details of change in the name and address of Registered Office of our Company, please see the chapter titled "General Information" beginning on page 39.

**Registered Office:** D-1002-1021, 10<sup>th</sup> Floor, Swati Clover Shilaj Circle, S.P. Ring Road, Shilaj, Daskroi, Ahmedabad - 380059, Gujarat, India

**Telephone:** +91 079 460 23912; **Email:** [cs@sgligis.com](mailto:cs@sgligis.com)

**Contact Person:** Komal Peshwani, Company Secretary and Compliance Officer; **Email:** [cs@sgligis.com](mailto:cs@sgligis.com); **Website:** [www.sgligis.com](http://www.sgligis.com)

**Corporate Identification Number:** L22219GJ1992PLC017073

**OUR PROMOTERS: RAMESHCHANDRA SOJITRA, CHIRAG JAYANTILAL SONI, VAACHA SOJITRA, VISHWAS RAMESHCHANDRA SOJITRA, LEE LAVANTI R SOJITRA AND RAMESHCHANDRA K SOJITRA HUF**

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

**ISSUE OF UP TO 6,93,07,248 EQUITY SHARES OF FACE VALUE OF ₹2/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹5 EACH INCLUDING A SHARE PREMIUM OF ₹3 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO AN AMOUNT OF UP TO ₹3,465.36 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON MONDAY, FEBRUARY 19, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 2.5 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 103 OF THIS LETTER OF OFFER.**

\*Assuming full subscription

### WILFUL DEFAULTERS OR FRAUDULENT BORROWER

**NEITHER OUR COMPANY NOR OUR PROMOTERS OR ANY OF OUR DIRECTORS IS CATEGORISED AS A WILFUL DEFAULTER OR FRAUDULENT BORROWER BY RBI OR ANY OTHER GOVERNMENTAL AUTHORITY**

### GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and Investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. **Specific attention of the Investors is invited to statement of "Risk Factors" given on page 20 of this Letter of Offer.**

### COMPANY'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("BSE"/"Stock Exchange"). Our Company has received an "in-principle" approval from BSE for listing of the Rights Equity Shares to be allotted pursuant to this Issue vide letter dated February 08, 2024. Our Company will also make an application to the Stock Exchange to obtain the trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number - SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023. BSE shall be the Designated Stock Exchange for the purpose of this Issue.

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE

**VIVRO**

**LINKIntime**

#### Vivro Financial Services Private Limited

Vivro House, 11, Shashi Colony, Opposite Suvidha Shopping Center, Paldi, Ahmedabad – 380 007, Gujarat, India.

**Telephone:** +91-79-4040 4242;

**Email:** [investors@vivro.net](mailto:investors@vivro.net)

**Website:** [www.vivro.net](http://www.vivro.net)

**Investor Grievance Email:** [investors@vivro.net](mailto:investors@vivro.net)

**Contact Person:** Hardik Vanpariya/Jay Dodiya

**SEBI Registration Number:** INM000010122

**CIN:** U67120GJ1996PTC029182

#### Link Intime India Private Limited

C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India.

**Telephone:** + 91-22-4918 6000;

**Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

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

**Investor Grievance Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

**Contact Person:** Shanti Gopalkrishnan

**SEBI Registration Number:** INR000004058

**CIN:** U67190MH1999PTC118368

### ISSUE PROGRAMME

**ISSUE OPENS ON**

**LAST DATE FOR ON MARKET RENUNCIATION\***

**ISSUE CLOSES ON#**

**WEDNESDAY, FEBRUARY 28, 2024**

**FRIDAY, MARCH 1, 2024**

**THURSDAY, MARCH 7, 2024**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.*

*Unless the context otherwise requires, the terms defined and abbreviations expanded below shall have the same meaning as stated in this chapter. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactment notified thereto. In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to ‘the/our Company’, ‘we’, ‘our’, ‘us’ or similar terms are to Scanpoint Geomatics Limited as the context requires, and references to ‘you’ are to the Eligible Equity Shareholders in this Rights Issue of Equity Shares.*

*The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the chapters titled “Statement of Special Tax Benefits” “Financial Information”, “Outstanding Litigations and Other Defaults” and “Terms of the Issue” on pages 53, 80, 92 and 103 respectively, shall have the meaning assigned to the terms in the respective chapters.*

#### General Terms

Terms	Description
“Scanpoint Geomatics Limited” or “the Company” or “our Company” or “the Issuer” or “SGL”	Scanpoint Geomatics Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at D-1002-1021, 10 <sup>th</sup> Floor, Swati Clover, Shilaj Circle, S.P. Ring Road Shilaj, Daskroi, Ahmedabad - 380059, Gujarat, India.
“We” or “Us” or “Our”	Unless the context otherwise indicates or implies or unless otherwise specified, our Company together with our Subsidiary.

#### Company Related Terms

Terms	Description
Articles / Articles of Association/ AoA	The Articles of Association of our Company as amended from time to time.
Audited Financial Statements/ Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company for the financial year ended March 31, 2023 which comprises of the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement, the consolidated statement of changes in equity for the year ended March 31, 2023, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. For details, see “Financial Information” on page 80 of this Letter of Offer.
Audit Committee	The committee of our Board of Directors duly constituted as the audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 177 of the Companies Act, 2013.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being Sparks & Co., Chartered Accountants having their office at 25, 3rd Floor, Shree Krishna Centre, Nr. Mithakali Six Roads, Navrangpura, Ahmedabad, Gujarat- 380009.
Board / Board of Directors/	The Board of Directors of our Company or a duly constituted committee thereof, as the context may refer to.
Director(s)	Any or all the director(s) of our Board, as may be appointed from time to time.
Equity Shares / Shares	Equity Shares of face value ₹2 each of our Company.
GIS	A geographic information system is a computer system for capturing, storing, checking, and displaying data related to positions on Earth's surface.

<b>Terms</b>	<b>Description</b>
Key Managerial Personnel(s) / KMP(s)	Key Managerial Personnel(s) of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations being Kantilal Vrajlal Ladani, Whole Time Director, Darshil Manojkumar Shah, Chief Financial Officer, Deven Laheru, Chief Executive Officer and Komal Peshwani, Company Secretary and Compliance Officer, collectively referred as Key Managerial Personnel of the Company.
Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter(s)	Rameshchandra Sojitra, Chirag Jayantilal Soni, Vaacha Sojitra, Vishwas Rameshchandra Sojitra, Leelavanti R Sojitra and Rameshchandra K Sojitra HUF.
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	Registered office of our Company situated D-1002-1021, 10 <sup>th</sup> Floor, Swati Clover Shilaj Circle, S.P. Ring Road, Shilaj, Daskroi, Ahmedabad - 380059, Gujarat, India.
Registrar of Companies / ROC	Registrar of Companies, Gujarat, located at ROC Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013.
Right Issue Committee	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
Senior Management Personnel	Senior management personnel of our Company determined in accordance with Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as described in " <i>Our Management and Organisation Structure</i> " beginning on page 75 of this Letter of Offer.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in " <i>Our Management and Organisation Structure</i> " beginning on page 75 of this Letter of Offer.
Subsidiary / Subsidiary Company / our Subsidiary	Jyacad Solutions Private Limited, a private limited company incorporated under the Companies Act, 2013 having its registered office located at D-1006, 10 <sup>th</sup> Floor Swati Clover, Shilaj Circle, Sardar Patel Ring Road Ahmedabad - 380054, Gujarat, India.
Unaudited Consolidated Financial Results	The unaudited consolidated financial results of our Company for the nine months period ended December 31, 2023 prepared in accordance with the Companies Act and SEBI Listing Regulations, including the notes thereto. For details, see " <i>Financial Information</i> " on page 80 of this Letter of Offer.

### Issue Related Terms

<b>Term</b>	<b>Description</b>
Abridged Letter of Offer / ALOF	The Abridged letter of offer to be sent to the Eligible Equity Shareholders as on the Record Date with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allotment / Allot / Allotted /Allotment of Rights Equity Shares	The Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account opened with the Banker(s) to the Issue, into which amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Account(s) will be opened, in this case being, Axis Bank Limited .
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have

<b>Term</b>	<b>Description</b>
	been or are to be allotted the Rights Equity Shares after the basis of allotment has been approved by the BSE.
Allotment Date	The date on which Allotment is made pursuant to the Issue.
Allottee(s)	Persons to whom Rights Equity Shares of our Company are Allotted pursuant to this Issue.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and / or Renouncee(s) who are entitled to make an application for the Rights Equity Shares issued pursuant to the Issue in terms of this Letter of Offer.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online /electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of the Rights Equity Shares in the Issue.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer, including an ASBA Applicant.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount / ASBA	The application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in an ASBA account maintained with SCSB.
ASBA Account	An account maintained with an SCSB and specified in the Application Form or plain paper application, as the case may be by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper application.
ASBA Applicants / ASBA Investors	Applicants / Investors who make Application in this Issue using the ASBA Process
ASBA Circulars	Collectively, the SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, the SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
Banker to our Company	Axis Bank Limited
Bankers to the Issue / Escrow Collection Bank	Collectively, the Escrow Collection Bank and the Refund Bank to the Issue, in this case being Axis Bank Limited.
Banker to the Issue Agreement	Agreement to be entered into by and amongst our Company, the Registrar to the Issue, the Lead Manager and the Banker to the Issue for receipt of the Application Money.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in “ <i>Terms of the Issue</i> ” on page 103 of this Letter of Offer.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange, a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and/or such other website(s) as may be prescribed by the SEBI from time to time.
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/husband, investor status, occupation and bank account details, where applicable.
Designated Branches	Such branches of the SCSBs which shall collect the Application Form

<b>Term</b>	<b>Description</b>
	submitted by ASBA Bidders, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yess&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yess&amp;intmId=35</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 2018, as amended from time to time, read with the Depositories Act, 1996.
Draft Letter of Offer / DLOF	The draft letter of offer dated December 12, 2023, prepared in accordance with SEBI ICDR Regulations and filed with the Stock Exchange, for its observations and in-principle approval.
Equity Shareholder(s) / Shareholder(s)	The holders of Equity Shares of our Company.
Eligible Equity Shareholders / Eligible Shareholders/	Equity Shareholders as on the Record Date i.e., Monday, February 19, 2024. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders, including any shareholder located in the United States. For further details, see "Notice to Investors" on page 13 of this Letter of Offer.
Entitlement Letter/ Rights Entitlement Letter	A letter to be dispatched by the Registrar to all Eligible Equity Shareholders as on the Record Date which will contain details of their Rights Entitlements based on their shareholdings as on the Record Date i.e., Monday, February 19, 2024. The Rights Entitlements are also accessible on the website of our Company and Registrar.
General Corporate Purposes	General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
Issue / the Issue / this Issue / Rights Issue	Issue of up to 6,93,07,248 Rights Equity Shares for cash at a price of ₹ 5 per Rights Equity Share (including a share premium of ₹ 3 per Rights Equity Share) aggregating up to ₹ 3,465.36 lakhs * on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of 1 (One) Rights Equity Share for every 1 (One) fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record Date i.e. Monday, February 19, 2024. <i>*Assuming full subscription</i>
Issue Agreement	Issue agreement dated December 12, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to this Issue.
Issue Closing Date	Thursday, March 7, 2024
Issue Material	Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue.
Issue Opening Date	Wednesday, February 28, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Price	₹ 5 per Rights Equity Share.
Issue Proceeds	The gross proceeds raised through the Issue.
Issue Size	The amount aggregating up to ₹3,465.36 Lakhs*. <i>*Assuming full subscription</i>
Lead Manager	Vivro Financial Services Private Limited
Letter of Offer / LOF	The final letter of offer to be filed with the Stock Exchange.
Listing Agreement	Uniform listing agreement entered into between our Company and the Stock Exchange.
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder / Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with / without using additional Rights Entitlements will not be treated as multiple application.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please see to the chapter titled "Objects of the Issue" beginning on page 47.

<b>Term</b>	<b>Description</b>
Net Worth	Net worth as defined under Section 2(57) of the Companies Act.
Non-Institutional Bidders / NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before Friday, March 1, 2024.
QIBs / Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares to be decided prior to filing of the Letter of Offer being Monday, February 19, 2024.
Refund Bank	The Banker to the Issue with whom the Refund Account will be opened, in this case being Axis Bank Limited.
Registrar to the Issue / Registrar and Transfer Agent / RTA	Link Intime India Private Limited
Registrar Agreement	Agreement dated October 26, 2023, entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI Rights Issue Circular, the Companies Act and any other applicable law as amended from time to time.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. Wednesday, February 28, 2024. Such period shall close on Friday, March 1, 2024 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e. Thursday, March 07, 2024.
Retail Individual Bidders(s) / Retail Individual Investor(s) / RII(s) / RIB(s)	An individual Investor (including an HUF applying through karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
Rights Entitlements / REs	Number of the Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of the Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being 1 (One) Rights Equity Shares for every 1 (One) Equity Shares held by an Eligible Equity Shareholder.  Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements shall be credited in dematerialised form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.
Rights Equity Shares / Rights Shares	Equity Shares of our Company to be Allotted pursuant to this Issue, on fully paid-up basis on Allotment.
SEBI Rights Issue Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 read with SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66



<b>Term</b>	<b>Description</b>
	dated May 19, 2022 read with SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and any other circular or notifications subsequently issued by SEBI in this regard.
Self-Certified Syndicate Bank / SCSBs	Self-certified syndicate banks registered with SEBI, which offers the facility of ASBA. A list of all SCSBs is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , updated from time to time or at or such other website(s) as maybe prescribed by SEBI from time to time.
Stock Exchange	BSE, where the Equity Shares of our Company are presently listed.
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter / Fraudulent Borrower	An entity or person categorised as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations and in accordance with the master circular on wilful defaulters issued by RBI.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

#### **Business related Terms**

<b>Term</b>	<b>Description</b>
API	Application Programming Interface
CAD	Computer aided design/drafting
CMMI	Capability Maturity Model Integration
GeM	Government e-Marketplace
GIS	Geographical Information System
GPR	Ground Penetration Radar
GPS	Global Positioning System
IGiS	Integrated GIS and Image Processing Software
IP	Image Processing
LBS	Location Based Services
MDMS	Metadata Management System
MET GIS	Meteorological GIS
OGC	Open Geospatial Consortium
PG	Photogrammetry
QA & QC	Quality Assurance and Quality Control
R&D	Research & Development
SDI	Spatial Data Infrastructure
SDK	Software Development Kit
SDR	Spatial Data Repository
SRS	Software Requirement Specification

#### **Industry related Terms**

<b>Term</b>	<b>Description</b>
AI	Artificial Intelligence
BFSI	Banking, financial services and insurance sectors
BIM	Building Information Modelling
BRICS	Brazil, Russia, India, China and South Africa

<b>Term</b>	<b>Description</b>
CAD	Computer Aided Design
CRM	Customer Relationship Management
DGPS	Differential Global Positioning System
ERP	Enterprise Resource Planning
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
GIS	Geographic Information System
GNSS	Global Navigation Satellite System
GPS	Global Positioning System
GVA	Gross Value Added
IPDS	Integrated Power Development Scheme
IT	Information Technology
IMF	International Monetary Fund
LiDAR	Light Detection and Ranging
ML	Machine Learning
MoRTH	Ministry of Road, Transport and Highways
NHP	National Hydrology Project
NIP	National Infrastructure Pipeline
NRSC	National Remote Sensing Centers
R-APDRP	Restructured Accelerated Power Development and Reforms Program
R & D	Research and Development
SAP	Systems Applications and Products
SCADA	Supervisory Control and Data Acquisition
SMEs	Small and Medium-Sized enterprises
SVAMITVA	Survey of villages and mapping with improvised technology in village areas
UAV	Unmanned Aerial Vehicle
UPI	Unified Payments Interface
USD	United States Dollar

### Conventional Terms and Abbreviations

<b>Term</b>	<b>Description</b>
“₹” / “Rs.” / “Rupees” / “INR”	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor’s Report) Order, 2016
CCIT	Chief Commissioner of Income Tax
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Erstwhile Companies Act, 1956 and the rules made thereunder
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
COVID-19	The coronavirus disease 2019
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 1996 as amended from time to time
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act
DP ID	Depository Participant’s Identity

<b>Term</b>	<b>Description</b>
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non Resident Account
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FEMA Rules	Foreign Exchange Management (Non-Debt Instruments) Rules, 2019
Fiscal /Fiscal Year/ Financial Year/FY	12 month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor
FVCI's	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations
GCP	General Corporate Purpose
GIR	General Index Registrar
Government/GoI	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IEPF	Investor Education and Protection Fund
IFRS	International Financing Reporting Standards
Ind AS	Indian Accounting Standards
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
ISIN	International Securities Identification Number
ISRO	Indian Space Research Organisation
I.T. Act / IT Act	Income Tax Act, 1961
I. T. Rules	Income Tax Rules, 1962, as amended from time to time.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
LM	Lead Manager
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
NACH	National Automated Clearing House which is a consolidated system of ECS.
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up Equity Shares.
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	Negotiable Instruments Act, 1881
NR	Non Resident
NRE	Non Resident External Account
NRI	Non Resident Indian
NSDL	National Securities Depositories Limited
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such

<b>Term</b>	<b>Description</b>
	commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
p.a.	Per Annum
PAN	Permanent Account Number
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations / ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
U.S/United States	The United States of America
UPI	Unified Payments Interface
USD / US\$	United States Dollars
US Securities Act	The United States Securities Act of 1933, as amended from time to time
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

## NOTICE TO INVESTORS

The distribution of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, the Application Form (collectively “**Issue Material**”) and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter or the Application Form may come are required to inform themselves about and observe such restrictions and other related legal requirements.

In accordance with the SEBI ICDR Regulations, Issue Material will be sent/dispatched by email and by courier to only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders who have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their email address, then the Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Shareholders, who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to e-mail or send a physical copy of the Issue Material, shall not be sent the Issue Material.

Investors can also access the Issue Material from the websites of our Company, the Registrar, the Lead Manager and the Stock Exchange. Our Company, the Lead Manager, and the Registrar will not be liable for non-dispatch of physical copies of Issue Material.

No action has been or will be taken to permit the Issue in any jurisdiction where any action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Material or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Material will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Issue Material must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Material should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Issue Material to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Issue Material is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Issue Material.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

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

**THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

## **NO OFFER IN THE UNITED STATES**

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (“**UNITED STATES**”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THE ISSUE MATERIAL SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India.

Rights Entitlements may not be transferred or sold to any person in the United States.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED, REDISTRIBUTED OR PASSED ON, DIRECTLY OR INDIRECTLY, TO ANY OTHER PERSON OR PUBLISHED, IN WHOLE OR IN PART, FOR ANY PURPOSE.**

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND CURRENCY OF PRESENTATION**

### **Certain Conventions**

All references to “India” contained in this Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable. Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the ‘US’, ‘U.S.A.’, ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time (“**IST**”). Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

### **Financial Data**

Unless stated otherwise or unless the context otherwise require, the financial information and data in this Letter of Offer, with respect to our Company, is derived from our Audited Consolidated Financial Statements for the financial year ended on March 31, 2023 and Unaudited Consolidated Financial Results which have been prepared by our Company in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements (“**Financial Statements**”). We publish our financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited. For further details, please see the chapter titled “*Financial Statements*” beginning on page 80.

The Government of India has adopted the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”). The Audited Consolidated Financial Statements for the financial year ended March 31, 2023 and Unaudited Consolidated Financial Results for the nine months period ended December 31, 2023 of our Company have been prepared in accordance with Ind AS, as prescribed under Section 133 of Companies Act, 2013 read with the Ind AS Rules and other the relevant provisions of the Companies Act, 2013 and in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. For further information, see “*Financial Information*” beginning on page 80 of this Letter of Offer.

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

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

## Currency of Presentation

- All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of India.
- Any reference to 'US\$', 'USD', '\$' and 'U.S. dollars' are to the legal currency of the United States of America.

Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in Rupees in Lakh.

## Exchange Rate

The following tables provide information with respect to the exchange rate for the Indian rupee per unit of a foreign currency. The exchange rates are based on the reference rates released by the Reserve Bank of India or Financial Benchmarks India Private Limited, as the case may be. No representation is made that any rupee amounts could have been, or could be, converted into such foreign currency at any particular rate, the rates stated below, or at all.

<i>(in ₹)</i>					
Sr. No.	Currency	As on December 31, 2023 <sup>(1)</sup>	As on March 31, 2023 <sup>(1)</sup>	As on March 31, 2022 <sup>(1)</sup>	As on March 31, 2021 <sup>(1)</sup>
1	U.S. Dollar	83.12	82.22	75.81	73.50

Source: RBI and FBIL reference rate [www.rbi.org.in](http://www.rbi.org.in) & [www.fbil.org.in](http://www.fbil.org.in)

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



## FORWARD LOOKING STATEMENTS

This Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Letter of Offer, including, without limitation, under the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management Discussion and Analysis of Financial Condition and Results of Operations*” and “*Industry Overview*”. Forward-looking statements may include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek to”, “will”, “will continue”, “will pursue”, “forecast”, “target”, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

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

- Any adverse outcome in litigation proceedings involving our Company.
- Existence of disputes between our Company and certain Promoters of our Company
- Non-continuance of or any material changes in our contractual agreement with ISRO for technical know-how
- Any termination or non-renewal of lease agreements and leave & license agreements entered into by our Company in relation to use and occupation of certain premises.
- Any failure by our Company to obtain and thereafter, to maintain or renew the required licenses and approvals in a timely manner or at all.
- Any adverse effect of changes in technology that may relate to our business.
- Company has experienced negative cash flows from operating activities (after working capital adjustments) in the past. Sustained negative cash flows could impact our growth and business.
- Risks associated with non-availment of insurance coverage by our Company
- Instance of delayed filing made on behalf of the Company under the SEBI Listing Regulations.
- Applicability of minimum subscription criteria as provided under Regulation 86 of the SEBI ICDR Regulations to the Issue.

## SECTION II – SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Letter of Offer, including the chapters, “Objects of the Issue”, “Outstanding Litigation and Other Defaults” and “Risk Factors” on pages 47, 92 and 20 respectively

### 1. Primary Business of our Company

Our Company is a geospatial technology company engaged in the business of developing a technology platform and solution in the field of Geographic Information System (GIS) and remote sensing. Our flagship technology IGiS is an indigenous software platform developed by us pursuant to contractual technical know-how arrangement of our Company with Indian Space Research Organization (ISRO).

### 2. Object of the Issue

The Net Proceeds are proposed to be utilized in accordance with the details set forth in the following table:

(₹ in lakhs)		
Sr. No.	Particulars	Estimated Amount
1	To repay, in full or in part, identified unsecured loan availed by our Company	2,000.00
2	To meet long-term working capital requirement	1,000.00
3	General corporate purposes*	415.56
<b>Net Proceeds</b>		<b>3,415.56</b>

\* The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.

For further details, please see the chapter titled “Objects of the Issue” on page 47.

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

Our Promoters and members of the Promoter Group *vide* their respective letters dated November 28, 2023 have given their intention to partially subscribe towards their portion of rights entitlements. Therefore, the minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is applicable to the present Rights Issue. Therefore, our Company undertakes to comply with the provisions of Regulation 86(2) of the SEBI ICDR Regulations and SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, read with SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, and in case of non-receipt of minimum subscription, all application monies received by our Company shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

For further details, please see the chapter titled “Capital Structure” beginning on page 44.

### 4. Summary of outstanding litigations

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

(₹ in Lakhs)		
Nature of Cases/Claim	Number of cases outstanding	Amounts involved*
<i>Litigation filed against us</i>		
i. Tax matters	1 <sup>^</sup>	104.87
ii. Other matters	1	-
<b>Sub-Total (A)</b>	<b>2</b>	<b>104.87</b>
<i>Litigation filed by us</i>		
i. Tax matters	Nil	-
ii. Other matters	Nil	-
<b>Sub-Total (B)</b>	<b>Nil</b>	<b>-</b>
<b>Total (A+B)</b>	<b>2</b>	<b>104.87</b>

*\*To the extent quantifiable*

*^Our Company had delayed in depositing the deducted TDS amount for the A.Y. 2017-18, for which criminal prosecution was initiated against our Company. During the pendency of the case, a compounding order was passed by the CCIT (TDS) and our Company paid the compounding fee. Though the criminal case is still pending as on the date of this Letter of Offer, the CCIT (TDS) has given instructions to the Assessing Officer in the said compounding order to take necessary steps in relation to the said issue.*

For further details, please see the chapter titled “*Outstanding Litigations and Other Defaults*” beginning on page 92.

## **5. Risk Factors**

For details of the risks associated with our Company, please see the section titled “*Risk Factors*” beginning on page 20.

## **6. Contingent liabilities**

For details of contingent liabilities for the FY 2022-23, please see the section titled “*Financial Information*” beginning on page 80.

## **7. Related party transactions**

For details of related party transactions for the FY 2022-23, please see the section titled “*Financial Information*” beginning on page 80.

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

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

### SECTION III - RISK FACTORS

An investment in the equity shares involves a high degree of risk. You should carefully consider all information in this Letter of Offer, including the risks and uncertainties described below and “Financial Statements” on page 80 of this Letter of Offer, before making an investment in the Equity Shares. Additionally, the risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future which may impair our business, cashflows, prospects, result of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Industry Overview”, “Our Business” and “Management Discussion and Analysis of Financial Condition and Results of Operations” on page 57, 69 and 83 respectively, included in this Letter of Offer. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occurs, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of their investment. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. In making an investment decision, prospective investors must rely on their own examinations and the terms of the Issue, including the merits and the risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue.

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

This Letter of Offer also contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer. For further details, please see the chapter titled “Forward-Looking Statements” beginning on page 17.

Our financial year ends on March 31 of each year, so all references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Audited Financial Statements and Unaudited Financial Results, which are included in “Financial Information” on page 80 of this Letter of Offer.

#### INTERNAL RISK FACTORS

1. ***Our Company is a party to certain litigations, the outcome of which, if determined against us, could adversely affect our financial conditions.***

Our Company is involved in certain litigations which are pending at various levels before different forums. The outstanding matters include tax proceedings and other material pending litigations involving our Company. The brief details of such outstanding litigations are as follow:

(₹ in Lakhs)

Nature of Cases/Claim	Number of cases outstanding	Amounts involved*
<i>Litigation filed against us</i>		
i. Tax matters	1 <sup>^</sup>	104.87
ii. Other matters	1	-
<b>Sub-Total (A)</b>	<b>2</b>	<b>104.87</b>
<i>Litigation filed by us</i>		
i. Tax matters	Nil	-
ii. Other matters	Nil	-
<b>Sub-Total (B)</b>	<b>Nil</b>	
<b>Total (A+B)</b>	<b>2</b>	<b>104.87</b>

\*To the extent quantifiable

<sup>^</sup>Our Company had delayed in depositing the deducted TDS amount for the A.Y. 2017-18, for which criminal prosecution was initiated against our Company. During the pendency of the case, a compounding order was passed by the CCIT (TDS) and our Company paid the compounding fee. Though the criminal case is still pending as on the date of this Letter

of Offer, the CCIT (TDS) has given instructions to the Assessing Officer in the said compounding order to take necessary steps in relation to the said issue.

There can be no assurance that these legal proceedings will be decided in our favour. In addition to the expenditure and costs attached to such litigation proceedings, any adverse decision in these proceedings may have a significant effect on our financial condition and cash flows. In the event of any adverse outcome in a tax proceeding, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence.

For further details of these legal proceedings, please see the chapter titled “*Outstanding Litigations and Other Defaults*” beginning on page 92.

**2. *Our Company and certain Promoters of our Company, are involved in a litigation proceedings, the outcome of which may not be in favor of the Company and may be prejudicial to your interest as a shareholder.***

Our Company and certain Promoters are involved in a litigation proceeding with respect to the relevant ownership of equity shares. For further details with respect to the litigation proceedings arising out of, please refer to chapter titled ‘*Outstanding Litigations and other Defaults*’ on page 92 of this Letter of Offer. The pendency or outcome of such litigation proceeding may have an adverse effect on the reputation of our Company, and its business. Further, the same may also require substantial attention of the management of our Company resulting into reduced or lower attention towards material business and operational matters of our Company. Additionally, as our Company is impleaded as a party to the aforesaid litigation proceeding arising out of such existing disputes, we are currently incurring, and we may have to incur in the future excessive litigation costs attached with the said litigation proceeding.

We cannot guarantee that we will not experience any adverse effects, on account of such litigation proceeding and such adverse effects may have an adverse effect on our business and reputation.

**3. *We have entered into a contractual agreement with ISRO for technical know-how and our business, results of operations and financial condition may be adversely affected if we are unable to continue with our contractual agreement or if there are any material changes in the said agreement.***

We have entered into an agreement with ISRO, pursuant to which, ISRO has provided our Company the domain expertise regarding the image processing and GIS functionality, the marketing rights of the Indigenous GIS Software (“**IGiS software**”) as well as the license to utilize the know-how for production, marketing and further maintenance of the IGiS software in India and abroad. This association was an outcome of a successful bidding and an award of a technical tender issued by ISRO, in furtherance of which the first agreement was executed on April 2, 2009, for a period of 3 (Three) years. This agreement was renewed on August 17, 2012 for a period of 5 (Five) years w.e.f. April 14, 2012, which was valid till April 13, 2017. On June 7, 2017, the said agreement was subsequently renewed for a period of 10 (Ten) years and will remain valid till June 6, 2027 which would enable us to continue our affiliation with ISRO.

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

**4. *We operate from premises which are used and occupied on leasehold and leave & license basis. Any termination or non-renewal of these lease and/or license could have an adverse effect on our cash flows and results of operation.***

Our Company uses and occupies the Registered Office on a leasehold basis pursuant to lease agreement dated November 24, 2022 (“**Lease Agreement**”) executed for an initial lease term of 5 (Five) years commencing from February 22, 2022. We cannot assure you that the Lease Agreement executed for the use and occupation of the Registered Office will be renewed on reasonable terms and in a timely manner or at all.

Further, we have taken additional premises on short term lease and license basis from a third party. While the said lease and license agreement provides for renewal with mutual consent, there can be no assurance that the same will be renewed upon expiry or on terms and conditions acceptable to us. Any failure to renew this agreement may force us to look out for alternative premises which may not be available, or which may be available at more expensive prices. Any of the aforesaid may increase our operating cost and may have an adverse effect on our cash flows and results of operations.

5. ***We are yet to obtain the requisite license under the Gujarat Shops and Establishments Act for our Registered Office. Any failure to obtain and thereafter, to maintain or renew the same in a timely manner or at all, may attract penalty under the said Act.***

Our Company is yet to file an application to obtain registration under the Gujarat Shops and Establishments Act for our Registered Office situated at D-1002-1021, 10<sup>th</sup> Floor, Swati Clover Shilaj Circle, S.P. Ring Road, Shilaj, Daskroi, Ahmedabad - 380059, Gujarat, India taken by our Company on lease and license basis. The delay in filing the said application for our Registered Office is due to pending updation of ownership records of the concerned premises. This delay in obtaining the registration under the Gujarat Shops and Establishments Act may result in penalties being imposed on our Company under the said Act.

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

Our Company operates in the software technology industry which is significantly governed and affected by developments, innovation, government policies and laws pertaining to information technology and intellectual property. These factors can affect the demand, pricing and value of our products and services which have already been developed and which are in the course of being developed. Currently, we are a single point business solution provider specializing in the areas of GIS, IGIS, IP, GPS, GPR, PG and LBS. Our continued growth will depend upon our ability to sustain cutting edge software solutions, adapt to the updated / superior / modified software which may be required to use with time and to train our executives in order to utilize the technology and the talents of our human resource to their maximum potential. If we fail to adapt and match pace with the growth in technology and adoption of the same through sufficient training of our executives, the same may adversely affect our business, prospects, the results of operations and financial condition.

7. ***Our Company has witnessed negative cash flows from operating activities (after working capital adjustments) in the past. Sustained negative cash flows could impact our growth and business.***

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

	<i>(₹ in Lakhs)</i>
<b>Particulars</b>	<b>March 31, 2022</b>
Operating profit before working capital changes	504.83
Cash flow from operating activities (after working capital adjustments)	(188.11)

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

8. ***Our Company has not availed any insurance coverage against potential losses arising from loss of assets or other risks associated with the business of our Company.***

Our operations and premises are subject to inherent risks, such as defects, fire, riots, strikes, explosions, and natural disasters. Thus, in the event of any substantially large actual loss or damage, our Company may not be able to sustain the incidental liabilities, losses in revenue or increased expenses which we may have to bear on account of such large actual losses. As on date of this Letter of Offer, our Company has not availed any insurance coverage. Any large un-insured loss suffered by our Company, will have an adverse impact on our business, the results of operations and financial condition.

9. ***There has been an instance of delayed filing made by our Company under the SEBI Listing Regulations.***

Our Company has made all requisite filings as required under the SEBI Listing Regulations as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with BSE except for 1 (one) instance of non-compliance with requirement to intimate a material event as stipulated under Regulation 31A(8)(c) of the SEBI Listing Regulations.

**10. Minimum subscription criteria as prescribed under Regulation 86 of the SEBI ICDR Regulations is applicable to the Rights Issue.**

Out of the Net Proceeds, the Company proposes to utilize ₹2,000.00 lakhs to repay, in full or in part, identified unsecured loan availed by our Company and ₹1,000.00 lakhs to meet the long-term working capital requirements of the Company. For further details, please refer to chapter ‘Objects of the Issue’ on page 47 of the LOF.

The Promoters and members of the Promoter Group of the Company vide their respective letters dated November 28, 2023 have given their intention to partially subscribe towards their portion of rights entitlements. Therefore, the minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is applicable to the Issue. Hence, in compliance of Regulation 86(2) of the SEBI ICDR Regulations and SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, read with SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 if the Company fails to receive the minimum subscription i.e., 90% of the Issue, all application monies received by our Company shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

In the event the Company does not fulfil the minimum subscription criteria as stated above and has to refund the application monies to the Applicants, the business, profitability and financial condition of the Company may be adversely affected.

**11. Our Company is unable to trace certain secretarial records prior to 1994 including records pertaining to allotment of Equity Shares to shareholders of our Company at the relevant point of time.**

Our Company is unable to trace certain secretarial records prior to 1994, specifically the list of allottees as is required to be attached with Form 2 for allotment of Equity Shares of our Company. While our Company has made all efforts to obtain the form filing records, including by way of a physical search at the office of the Registrar of Companies, we have been unable to obtain the record of the list of allottees that were attached with Form 2 for filings made in the years prior to 1994. While our Company believes that these secretarial forms were duly filed, there can be no assurance that these filings will be available in the future or that we will not be subject to any penalties imposed by the competent regulatory authority in connection with these filings.

**12. Our contingent liabilities could adversely affect our financials if they materialize.**

As per our audited consolidated financial statements for the year ended March 31, 2023, our contingent liabilities are set forth below:

<b>Particulars</b>	<b>(₹ in lakhs)</b> <b>As on March 31, 2023</b>
Claims against the Company not acknowledged as debts:	97.36
Income Tax matter in dispute under appeal	

If, for any reason, these contingent liabilities materialize, it would adversely affect our financial condition and results of operations. For further details, please see the section titled “Financial Information” beginning on page 80.

**13. We are exposed to risks arising from exchange rate fluctuations which may have an adverse effect on the financial results of our Company.**

Our Company has receivables amounting to USD 1.55 lakhs as on March 31, 2023 which are unhedged and consequently, we are exposed to exchange rate fluctuations risk. Uncertainties in the global financial markets may have an adverse impact on the exchange rate between INR and USD and other currencies. The exchange rate between INR and USD and other currencies is variable and may continue to remain volatile in the future depending upon the foreign exchange reserve position of India. Any appreciation of the INR against USD

and other currencies may lead to a reduction in the realization of our revenues. Accordingly, volatility in the exchange rate may adversely affect the financial results of our Company.

**14. *Our financial indebtedness could adversely affect our ability to react to changes in our business, and we may be limited in our ability to use debt to fund future capital needs.***

As on January 31, 2024, our Company has total outstanding borrowings (fund based as well as non-fund based) including outstanding interest of ₹ 7,099.63 lakhs. Our substantial indebtedness could:

- require us to dedicate a substantial portion of our cash flow operations to payments in respect of our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate expenditures;
- increase our vulnerability to adverse general economic or industry conditions;
- limit our flexibility in planning for or reacting to, competition and/or changes in our business or our industry;
- limit our ability to borrow additional funds; and
- Place us at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

We cannot assure that we will be able to generate enough cash flow from operations or that we will be able to obtain enough capital to service our debt. If we cannot obtain alternative sources of financing or our cost of borrowings become significantly more expensive, then our financial condition and results of operations will be adversely affected.

**15. *Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us.***

As on date of this Letter of Offer, we have ten (10) registered trademarks out of which two (02) are unregistered. The measures we take to protect our intellectual property including initiating legal proceedings, may not be adequate to prevent any objections raised on our trademarks. Further, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that the registration is granted.

We are also exposed to the risk that other entities may pass off their products as ours by imitating our brand name, packaging material and to create counterfeit products. There may be other companies or vendors which may use our trade name or brand names. Any such activities could harm the reputation of our brand and sales of our products, which could in turn adversely affect our financial performance and the market price of the Equity Shares. The measures we take to protect our intellectual property include relying on Indian laws and initiating legal proceedings, may not be adequate to prevent unauthorized use of our intellectual property by third parties.

Furthermore, the application of laws governing intellectual property rights in India is evolving and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our reputation, business, financial condition, cash flows and results of operations. While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our brand names. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and requires to enter into potentially expensive royalty or licensing agreements or to cease usage of certain brand names. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our reputation, business, financial condition, cash flows and results of operations.

**16. *Our business prospects and continued growth depends on our ability to access financing at competitive rates and competitive terms. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates for our growth plans, in the future, or any increase in interest rates which could have a material adverse effect on our business, results of operations and financial condition.***



Our business depends on our ability to obtain funds at competitive rates. Our secured borrowings have been availed at a floating rate of interest. Any fluctuations in interest rates may directly impact on the interest costs of such loans and could adversely affect the results of operations. A material portion of our expected cash flow may be required to be dedicated to payment of interest on our indebtedness which will also reduce the funds available to us for use in general business operations. The cost and availability of funds, amongst other factors, are also dependent on our current and future results of operations, financial conditions, and our ability to effectively manage risks. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates if we fail to have favourable results of operations which could lead to high borrowing costs and limit our access to lending markets, as a result, could adversely affect our business.

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

As on January 31, 2024, our Company has outstanding borrowings (including outstanding interest) of ₹7,099.63 Lakhs from the banks, NBFCs and other parties. Any increase in the interest rates could significantly raise the costs of borrowings which may adversely affect the financial results of our Company.

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

There may be delays associated with the collection of receivables from our clients. As on March 31, 2023, ₹789.56 Lakhs or 57.65% of our total accounts receivable were outstanding for a period of more than 6 (Six) months. Our business requires a significant amount of working capital, which varies depending upon the payment by our clients who are mainly the Government agencies. Therefore, delay in collection of receivables could adversely affect our business, prospects, results of operations and financial condition.

**19. *Our Company has entered into certain related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders***

Our Company has entered into various transactions with related parties. While all such transactions have been entered into and executed on an arm's length basis, we cannot assure that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will always be in the best interest of our minority shareholders and will not have an adverse effect on our business, results of operations, financial condition, and cash flows. In the event any conflict of interest arises between us, or to the extent that competing products offered by any of our related parties erode our market share, we may not be able to effectively manage any such conflict or competitive pressures and consequently, our business, results of operation and financial condition may be adversely affected. For further details, please see the section titled "*Financial Information*" beginning on page 80.

**20. *The shareholding of our Promoters and members forming part of the Promoter Group has seen a decline.***

The shareholding of our Promoters and Promoter Group as on March 31, 2023 was 18.92% which is reduced to 18.62% as on December 31, 2023. Any further dilution in the shareholding of the Promoters and members forming part of the Promoter Group may adversely affect our stock prices and market perception about our Company and our Promoters and members forming part of the Promoter Group.

**21. *The shareholding of our Promoters and members forming part of the Promoter Group has been pledged as collateral security.***

As on date of this Letter of Offer, our Promoters and Promoter Group hold 1,29,06,653 Equity Shares constituting 18.62% total equity share capital of the Company, of which 31,00,000 Equity Shares constituting 4.47% of total equity share capital of the Company have been pledged by them as a collateral security for the financial facilities availed by our Company. Any default under the terms and conditions of such transactions may result in the pledgee exercising the right to acquire, sell or otherwise dispose of these Equity Shares which shall further lead to a dilution of the holding of our Promoters and Promoter Group in our Company. Such dilution may adversely impact the trading price of the Equity Shares of our Company.

**22. *Our Company and our Promoters and certain members forming part of the Promoter Group have created a charge on their assets and/or have offered guarantees in relation to the debt facilities availed by our Company, to secure the interests of our lenders.***

Our Company has availed cash credit facility from the Axis Bank Limited, the outstanding balance of which as on January 31, 2024 was ₹888.97 Lakhs and the same have been secured by way of creating a charge on certain assets of our Company and our Promoters and certain members of the Promoter Group. The amount outstanding and payable by us as a secured borrowings (fund based as well as non-fund based) were ₹1,725.63 lakhs as on January 31, 2024. In case our Company is not able to repay loans in time, the same may amount to a default under the loan documentation and the loans granted to us may be recalled with penal interest. The lender(s) may also enforce their rights over charged properties, which in turn could severely affect our business operations and financial condition. In addition to the above, our loan documentation includes certain conditions and covenants that require us to obtain consents from the lender bank prior to carrying our certain activities like change in the ownership/control/management. The lender also has the right to revoke the credit facilities at any time. Any failure to comply with any condition or covenant under loan documentation that is not waived by the lender bank may lead to a termination of our credit facilities which may adversely affect our ability to conduct our business and operations. In the event that we default in repayment of the financial facilities availed by us and any interest thereof, our lender(s) may enforce their rights over charged properties, which in turn could have significant adverse effect on our business operation and financial condition.

Further, certain of our Promoters and one of the members of the Promoter Group have offered personal and corporate guarantees in relation to the secured debt facilities availed by our Company. In case of those certain Promoters or members of the Promoter Group withdraw or terminate their guarantees or are unable to honor their respective obligations, the lender(s) for such facilities may demand substitute guarantees or immediate repayment of or acceleration of amounts outstanding under such debt facilities or terminate such facilities. In the event we are not successful in procuring guarantees to the satisfaction of the lender(s) in a timely manner or at all, we may need to repay the amounts outstanding under such loan facilities or seek alternate sources of funds, which could adversely affect our financial condition.

**23. *Our Promoters and entities forming part of the Promoter Group may not have the ability to control or influence the outcome of matters submitted to shareholders for approval.***

As on December 31, 2023, our Promoters and entities forming part of the Promoter Group collectively hold 18.62% of the total equity share capital of our Company. As long as our Promoters and entities forming part of the Promoter Group do not hold the majority stake in the Company, they will not have the ability to control the outcome of matters requiring shareholders' approval, including but not limited to (i) matters relating to sale of all or part of our business; (ii) mergers, acquisitions or disposals of assets; (iii) the declaration and distribution of dividends; and (iv) appointment or removal of our directors or officers. This may materially and adversely affect our results of operations, financial condition, and cash flows.

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

Our Company has entered into a Term Loan cum Hypothecation agreement dated July 4, 2020 (the "Agreement") with Axis Bank Limited for certain loan facilities, which are currently outstanding. We may incur additional indebtedness in the future and our ability to meet our debt service obligations and to repay our outstanding borrowings depends primarily on the revenue generated by our business. Any failure to make payments of interest and principal on our outstanding indebtedness within the stipulated time period may result in a decline in our creditworthiness. Additionally, during any period in which we are in default, we may be unable to raise, or face difficulties in raising further finance.

Further, our financing agreement contain certain negative covenants that limit our ability to undertake certain types of activities, which may adversely affect our business and financial condition. Negative covenants under the Term Loan cum Hypothecation agreement dated July 4, 2020 include restrictions on/to:

- Enter into any scheme of merger, amalgamation or doing a buyback of our Equity Shares;
- Make any restricted payments other than permitted under the agreement;
- Declare or pay any dividend or authorize or make any distribution to our shareholders: (i) unless our Company has paid all the dues in respect of the facility up to the date on which the dividend is proposed

to be declared or paid, or has made satisfactory provisions thereof, or (ii) if an event of default has occurred and is subsisting or would occur as a result of such declaration or payment of dividend or authorization or making of distribution;

- wind up, liquidate or dissolve affairs of our Company or take any steps for voluntary winding up or liquidation or dissolution of our Company;
- agree, authorize or otherwise consent to any proposed settlement, of any litigation, arbitration or other dispute which may have a material adverse effect;
- permit any change in the general nature of the business of our Company or undertake any expansion or invest in any other entity;
- effect any change in our accounting method or policies;
- pay any commission to our Promoters / Directors/ security providers;
- Dispose our assets other than permitted by lenders in writing;
- permit any change in the ownership/control/management of our Company (including by pledge of promoter/sponsor shareholding in our Company to any third party);
- make any amendments in the constitutional documents of our Company;
- avail any further loan or facility from any person and/or stand surety or guarantor for any third party liability or obligation, save as permitted under the financing documents;
- encumber or create any security interest over the assets of our Company, save as permitted under the financing documents;
- prepayment of any principal or interest on any loans availed by our Company from our Shareholders /Directors;
- change remuneration of our Directors in any manner other than as mandated by legal or regulatory provisions;
- enter into any contract or similar arrangement whereby our business or operations are managed or controlled directly or indirectly by any other person; and
- obtain any facilities from a related party unless our Company causes such related party to submit an undertaking to the lender confirming that the financial debt extended by the related party to our Company shall not be assigned or transferred to any person other than another related party or a bank or a financial institution.

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

***25. Significant amount of our Company's total revenue is attributable to contracts entered into with entities or organizations owned by or set up by the Government of India which exposes us to risks, including but not limited to additional regulatory scrutiny, delayed receipt of collectibles and pricing pressure.***

Our Company has been awarded various contracts by the organizations and entities set up, controlled and owned by the Government of India ('**Government**') through its respective ministries and the results of operations of our Company heavily depend on the existence and effective continuation of such contracts. These contracts with the Government are subject to certain uncertainties, restrictions, profit and cost controls. As a result, the Government may terminate our contracts on account of any potential or actual non-performance of the contractual terms and such termination may result in forfeiture of the performance bank guarantee issued by our Company. Since these contracts with Government represent a significant portion of our total revenue, the loss or untimely termination of such contracts may have a material adverse impact on our financial condition as well as the results of operations.

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

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

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

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

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

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

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

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

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

- 29. *Our Company's business of providing GIS solutions and services is a highly competitive business with a number of large and medium players in the industry and hence we may require significant amount of time to effectively penetrate the market.***

In the GIS solutions and services sector, our Company competes with a number of large and medium sized service providers. Successful procurement of a tender and generating business out of it may require our Company to compromise on its margin levels. Further, we may be exposed to risks associated with the abovementioned services provided by us, such as:

- hiring and retaining skilled personnel proficient in providing the services;
- ability to change and adapt to rapidly developing technological advances;
- highly competitive environment of the technology industry in India;
- Shifting management bandwidth from product development to services.

We may also be required to incur additional expenditure to provide the relevant infrastructural facilities for provision of the services to our clients. In the event that we are unable to penetrate the market in a timely manner or at all, our business, operational efficiency, cash flows and financial position may be affected adversely.

- 30. *We may, at any time in the future, make further issuances or sales of our Equity Shares, and this may significantly dilute your future shareholding and affect the market price of our Equity Shares.***

Any future equity issuances by us, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sale of our Equity Shares held by our Promoters or members forming part of the Promoter Group may adversely affect the market price of our Equity Shares, which may lead to other adverse consequences for us including difficulty in raising capital through offering of our Equity Shares. In addition, any perception that such issuance or sales of Equity Shares may result in dilution of shareholding, significantly affect the trading price of our Equity Shares and our ability to raise capital through an issue of our securities. There can be no assurance that such future issuance by us will be at a price equal to or more than the Issue Price. Further, there can be no assurance that we will not issue further shares or that the Promoters, and members forming part of the Promoter Group and other shareholders will not dispose of, pledge or otherwise encumber their Equity Shares.

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

Our Company has, obtained unsecured loans from certain lenders, the outstanding balance of which as on January 31, 2024 is ₹5,374.00 Lakhs of which ₹5,333.76 Lakhs are repayable on demand. In case the lenders recall them any time, our Company may be required to repay the entirety of the unsecured loans together with accrued interest and other outstanding amounts payable in relation to the said facilities. Our Company may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favourable to it. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, cash flows and financial condition.

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

Mr. Rameshchandra Sojitra, our Promoter and certain of our Directors and KMPs are deemed to be interested in our Company, in addition to regular remuneration or benefits and reimbursements of expenses, to the extent of a) Equity Shares held by them, their relatives, their dividend or bonus entitlement, benefits arising from directorship in our Company, b) business and/or commercial transaction entered into or proposed to be entered into by our Company with any firm, LLP, company or body corporate with which they or any of them are associated as promoter, director, partner or member and c) salary and other compensations paid or payable to their relative(s) by our Company. For further details, please see the section titled "*Financial Information*" beginning on 80. Some of the above interests may conflict with their duties and obligations as Promoter and / or Director or KMPs of our Company, which may have an adverse effect on our operations.

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

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

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

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

As a result, our business and profitability may be adversely affected, and we may also have to incur additional costs to restore our image and reputation. In the event the complaints from our clients escalate into legal claims, our image and market reputation may be adversely affected and the same may also compel us to incur additional litigations costs.

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

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

Our Company's success depends substantially on our ability to effectively implement our business and growth strategies. Our Company may not be able to execute its strategies in a timely manner or within the budget estimates or be able to meet the expectations of our clients and other stakeholders. We believe that our Company's business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial, and other internal controls and capitalize existing and potential market opportunities. Any inability to manage and implement our business and growth strategies may adversely affect our Company's business, prospects, the results of operations and financial condition.

**36. *Our success largely depends upon our KMPs and Senior Management. Any loss of our KMPs or senior managerial personnel could adversely affect the results of operations and our financial condition.***

Our experienced KMPs and senior management personnel have had significant contributions to our business, and our success is dependent on their continued service, expert skills, and knowledge. In the event of resignation or cessation of any individual from our KMPs or senior management playing an active role in our business and growth plans, we may find it difficult to find a substitute for the talent and skills lost by us. Opportunities for KMPs and senior management personnel in our industry are immense and it is possible that we may not be able to retain our existing KMPs and senior management personnel or may fail to attract /retain new employees at equivalent positions in the future which may adversely affect our business, the results of operations and financial condition.

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

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

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

Our success depends, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, through collaborations, tie-ups, strategic alliances, partnerships and joint ventures across the country and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and marketing functions and the diversion of management's time and focus from operating our business to addressing challenges pertaining to acquisition and integration.

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

- 39. *Certain members of our Promoters, namely Rameshchandra Sojitra and Leelavanti R Sojitra, have provided personal guarantees for the loan facilities availed by us. Further, Karnavati Infrastructure Projects Limited, being the Promoter Group of our Company, have provided corporate guarantees, to loan facilities availed by us. Such personal or corporate guarantees, if revoked, may require alternative guarantees, repayment of amounts due or termination of the facilities.***

Certain members of our Promoters, namely Rameshchandra Sojitra and Leelavanti R Sojitra, have provided personal guarantees for the loan facilities availed by us. Further, Karnavati Infrastructure Projects Limited, being the Promoter Group of our Company, have provided corporate guarantees, to loan facilities availed by us. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactorily to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

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

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

- 41. *Industry related information included in this Letter of Offer has been derived from report titled “Geospatial Artha 22: Indian Geospatial Industry Outlook Report” (“Geospatial Artha Report 22”) prepared by Geospatial World Analysis and has not been independently verified by us.***

Industry related information included in this Letter of Offer has been derived and extracted from the Geospatial Artha Report 22 prepared by Geospatial World Analysis and neither we nor any other person connected with the Issue has independently verified the information in the Geospatial Artha Report 22. Further, the Geospatial Artha Report 22 was prepared on the basis of information as of specific dates which may no longer be current or reflect current trends. Opinions in the Geospatial Artha Report 22 may be based on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Further, industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

## **RISK RELATING TO THE ISSUE AND OBJECTS OF THE ISSUE**

- 1. *Failure by our Promoters or members forming part of the Promoter Group to fully subscribe their Rights Entitlements may result in dilution of their shareholding.***

Our Promoters and members of Promoter Group have *vide* their letter dated November 28, 2023 have undertaken to partially subscribe towards their respective portion of rights entitlements. Hence, the minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is applicable to the present Rights Issue.

In the event our Promoters or members forming part of the Promoter Group do not subscribe in the Issue to the full extent of their Rights Entitlements, the same may result in dilution of their shareholding in our Company and this may have an impact on the investor sentiments.

- 2. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of Investor’s shareholding.***

The Rights Entitlements that are not exercised prior to the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration in relation to the same. The

proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Rights Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Rights Issue with respect to such Rights Entitlements. For details, see “*Terms of the Issue*” on page 103 of this Letter of Offer.

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

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

**4. *Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.***

We intend to use the Net Proceeds for the purposes described in “*Objects of the Issue*” beginning on page 47. Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. We may have to revise funding requirements due to reasons which may not be within the control of our management. For further details, please see the chapter titled “*Objects of the Issue*” on page 47.

Accordingly, prospective investors in the Issue will need to rely upon our management’s judgement with respect to the use of proceeds. If we are unable to deploy the proceeds of the Issue in a timely or an efficient manner, it may affect our business and results of operations.

**5. *Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholder’s approval***

We propose to utilise the Net Proceeds to repay, in full or in part, identified unsecured loan and long-term working capital requirement. For further details of the proposed objects of the Issue, please refer chapter titled “*Objects of the Issue*” beginning on page 47 of this Letter of Offer. In case of any exigencies arising out of business conditions, economic conditions, competition, or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure which cannot be determined with certainty as on the date of this Letter of Offer. In terms of the SEBI ICDR Regulations and the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in this Letter of Offer without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in this Letter of Offer, we cannot assure that we will be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Letter of Offer, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.



- 6. *Investors shall not have the option to receive Rights Equity Shares in physical form and the Eligible Equity Shareholders holding Equity Shares in physical form will have no voting rights in respect of Rights Equity Shares Allotted to them until they provide details of their demat account and Rights Equity Shares are transferred to such demat account from the demat suspense account thereafter and such Shareholders may suffer loss in case of sale of their Rights Equity Shares by our Company at the prevailing market price.***

In accordance with the SEBI ICDR Regulations, the Rights Entitlements and Rights Equity Shares shall be issued and credited only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Rights Equity Shares will be credited to a demat suspense account to be opened by our Company, in case of Allotment in respect of resident Eligible Equity Shareholders holding Equity Shares in physical form and who have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date. Such Eligible Equity Shareholders are required to send, among others, details of their demat accounts to our Company or the Registrar within 6 (six) months from the Allotment Date. Unless and until such Eligible Equity Shareholders provide details of their demat account and the Rights Equity Shares are transferred from demat suspense account to such demat accounts thereafter, they will have no voting rights in respect of Rights Equity Shares. For details, please see the chapter titled “*Terms of the Issue*” on page 103.

Further, Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders. In case of non-receipt of such details of demat account, our Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense account on the floor of the Stock Exchange at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Form and from which the payment for Application Money was made. Proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) may be higher or lower than the Issue Price paid by such Eligible Equity Shareholders. We cannot assure you that such proceeds by way of sale of such Rights Equity Shares will be higher than the Issue Price paid by you, and that you shall not suffer a loss in this regard. Further, in case, bank accounts of the aforesaid Eligible Equity Shareholders cannot be identified due to any reason or bounce back from such bank accounts, our Company may use payment mechanisms such as cheques, demand drafts etc. to remit the proceeds of sale of the Rights Equity Shares to such Eligible Equity Shareholders. If such bank account from which Application Money was received is closed or non-operational, the sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.

- 7. *There is no guarantee that the Rights Equity Shares issued pursuant to this Rights Issue will be listed on the Stock Exchange in a timely manner or at all.***

In accordance with applicable laws and regulations and the requirements of the Stock Exchange, in principle and final approvals for listing and trading of the Rights Equity Shares issued pursuant to this Issue will not be applied for or granted until after the Rights Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuance of Rights Equity Shares to be submitted. Accordingly, there could be a delay in listing the Rights Equity Shares on the Stock Exchange. If there is a delay in obtaining such approvals, we may not be able to credit the Rights Equity Shares allotted to the Investors to their depository participant accounts or assure ownership of such Rights Equity Shares by the Investors in any manner promptly after the Issue Closing Date. In any such event, the ownership of the Investors over Rights Equity Shares allotted to them and their ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, please see the chapter titled “*Terms of the Issue*” on page 103.

- 8. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹ 1 lakh arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax (STT), on the sale of any Equity Shares held for more than 12 months at the specified rates depending on certain factors, such as whether the

sale is undertaken on or off the Stock Exchange, the quantum of gains and any available treaty relief. STT will be levied on the seller and/or the purchaser of the Equity Shares and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

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

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

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

In addition, the Indian equity share markets have from time to time experienced significant price and volume fluctuations that have affected the market prices for the securities of Indian companies. As a result, investors may experience a decrease in the value of the Equity Shares regardless of our operating performance or prospects.

## **EXTERNAL RISK FACTORS**

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

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

**2. *Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the

economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products or services may be adversely affected by an economic downturn in domestic, regional, and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**3. *A slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, and our ability to implement our strategy.

Any slowdown in the Indian economy or in the growth of the sectors we participate in could adversely affect our business, financial performance, and the price of Equity Shares.

**4. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, and results of operations.***

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended or changed at the discretion of the Government. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government of India that affect our industry include income tax, goods and services tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the Government of India may adversely affect our competitive position and profitability. We cannot assure you that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation, and implementation of any amendment to, or change to governing laws, regulation, or policy in the countries in which we operate may materially and adversely affect our business, results of operations and financial condition. In addition, we may have to incur expenditure to comply with the requirements of any new regulations, which may also materially harm our results of operations. Further, changes in capital gains tax or tax on capital market transactions or sale of shares may affect investor returns.

**5. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe, and certain economies in Asia. Financial

turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition, and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

These could include further falls in Stock Exchange indices and greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance, and the trading price of the Equity Shares.

**6. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**7. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

**8. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern

regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

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

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

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

## SECTION IV – INTRODUCTION THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on October 6, 2023, pursuant to Section 62(1)(a) of the Companies Act.

The following is a summary of the Issue, and it should be read in conjunction with, and is qualified entirely by, the information set out in the chapter titled "*Terms of the Issue*" beginning on page 103 of this Letter of Offer.

<b>Rights Equity Shares to be Issued</b>	Up to 6,93,07,248 Rights Equity Shares
<b>Rights Entitlements</b>	1 (One) Rights Equity Shares for every 1 (One) fully paid-up Equity Shares held on the Record Date i.e. Monday, February 19, 2024.
<b>Fractional Entitlement</b>	Since the Right Entitlement Ratio is 1(One) Rights Equity Shares for every 1 (One) fully paid-up Equity Share held, there will not be any fractional entitlement in the Issue.
<b>Record Date</b>	Monday, February 19, 2024
<b>Face value per Equity Share</b>	₹2/- each
<b>Issue Price per Rights Equity Share</b>	₹5/-
<b>Issue Size</b>	Up to ₹3,465.36 Lakhs <sup>#</sup> <sup>#</sup> Assuming full subscription
<b>Equity Shares, subscribed, paid-up and outstanding prior to the Issue</b>	6,93,07,248 Equity Shares of ₹2/- each
<b>Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlements)</b>	13,86,14,496 Equity Shares of ₹2/- each
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the Equity Shares of our Company.
<b>Scrip details</b>	<b>ISIN:</b> INE967B01028 <b>BSE:</b> 526544 <b>ISIN of Rights Entitlements:</b> INE967B20028
<b>Terms of the Issue</b>	For more information, please see the chapter titled " <i>Terms of the Issue</i> " beginning on page 103.
<b>Use of Issue Proceeds</b>	For more information, please see the chapter titled " <i>Objects of the Issue</i> " beginning on page 47.
<b>Terms of Payment</b>	The full amount of the Issue Price being ₹ 5/- will be payable on application.

Please refer to the chapter titled "*Terms of the Issue*" on page 103 of this Letter of Offer.

## GENERAL INFORMATION

Our Company was originally incorporated as ‘Scanpoint Graphics Limited’ as a public limited company under the Companies Act, 1956 and was granted the certificate of incorporation on February 7, 1992. Thereafter, our Company was granted the certificate of commencement of business dated March 6, 1992. Subsequently, pursuant to a special resolution of the shareholders dated September 10, 2007 passed in the 15<sup>th</sup> AGM of the Company, the name of our Company was changed to ‘Scanpoint Geomatics Limited’ pursuant to which a fresh certificate of incorporation consequent upon change of name dated April 22, 2008 was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.

### Registered Office of our Company

#### Scanpoint Geomatics Limited

D-1002-1021, 10<sup>th</sup> Floor,  
Swati Clover Shilaj Circle,  
S.P. Ring Road, Shilaj, Daskroi,  
Ahmedabad - 380059, Gujarat, India.

**Telephone:** +91079 4602 3912

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

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

**CIN:** L22219GJ1992PLC017073

**Registration Number:** 017073

### Change in Registered Office of our Company

Upon incorporation, the Registered Office of our Company was situated at 9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad – 380 006, Gujarat, India. Thereafter, our Company has shifted the Registered Office, the details of which are set out below:

Date of Change of Registered Office	Old Address	New Address	Reason for Change
January 30, 1999	9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad - 380006, Gujarat, India	“Scan House”, B/H Town Hall, Ellisbridge, Ashram Road, Ahmedabad - 380006, Gujarat, India,	Administrative Convenience
July 2, 2015	“Scan House”, B/H Town Hall, Ellisbridge, Ashram Road, Ahmedabad - 380006, Gujarat, India.	9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad- 380006, Gujarat, India.	Administrative Convenience
November 14, 2022	9, Mahakant Complex, Opposite V. S. Hospital, Ashram Road, Ahmedabad- 380006, Gujarat, India.	D-1006-1012, 1022-1026, 10th Floor, Swati Clover, Shilaj Circle, S.P. Ring Road, Ahmedabad – 380058, Gujarat, India.	Administrative Convenience
June 30, 2023	D-1006-1012, 1022-1026, 10th Floor, Swati Clover, Shilaj Circle, S.P. Ring Road, Ahmedabad – 380058, Gujarat, India.	D-1002-1021, 10th Floor, Swati Clover Shilaj Circle, S.P. Ring Road Shilaj Daskroi, Ahmedabad - 380059, Gujarat, India.	Administrative Convenience

### Address of the ROC

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

#### Registrar of Companies, Ahmedabad

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

## **Company Secretary and Compliance Officer**

**Komal Peshwani**

**Scanpoint Geomatics Limited**

D-1002-1021, 10<sup>th</sup> Floor,  
Swati Clover, Shilaj Circle,  
S.P. Ring Road, Shilaj Daskroi,  
Ahmedabad - 380059, Gujarat, India.

**Telephone:** +91-079 4602 3912

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

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

## **Lead Manager to the Issue**

**Vivro Financial Services Private Limited**

Vivro House, 11, Shashi Colony,  
Opposite Suvidha Shopping Center,  
Paldi, Ahmedabad – 380007,  
Gujarat, India.

**Telephone:** +91-79-40404242

**Email:** [investors@vivro.net](mailto:investors@vivro.net)

**Website:** [www.vivro.net](http://www.vivro.net)

**Investor Grievance Email:** [investors@vivro.net](mailto:investors@vivro.net)

**Contact Person:** Hardik Vanpariya / Jay Dodiya

**SEBI Registration Number:** INM000010122

**CIN:** U67120GJ1996PTC029182

## **Statement of responsibilities of the Lead Manager to the Issuer**

Vivro Financial Services Private Limited is the sole Lead Manager to the Issue and all the responsibilities pertaining to co-ordination and other activities, in relation to the Issue, shall be performed by them.

## **Registrar to the Issue**

**Link Intime India Private Limited**

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

**Telephone:** + 91-22-4918 6000

**Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

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

**Investor Grievance Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

**Contact Person:** Shanti Gopalkrishnan

**SEBI Registration Number:** INR000004058

**CIN:** U67190MH1999PTC118368

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see the section entitled “*Terms of the Issue*” on page 103 of this Letter of Offer.



### **Legal Advisor to the Issue**

#### **M/s Crawford Bayley & Co.**

4<sup>th</sup> Floor, State Bank Buildings,  
N.G.N. Vaidya Marg, Fort Mumbai 400 023,  
Maharashtra, India.

**Telephone:** +91 22 2266 3353

**Email:** sanjay.asher@crawfordbayley.com

**Contact Person:** Sanjay K. Asher

### **Statutory Auditors of our Company**

#### **M/s Sparks & Co.**

Chartered Accountants

25, 3rd Floor, Shree Krishna Centre,  
Nr. Mithakali Six Roads, Navrangpura,  
Ahmedabad, Gujarat- 380009, India.

**Telephone:** +91-79-40021821

**Email:** snehalrshah@yahoo.com

**Contact Person:** CA Snehal R. Shah

**Firm Registration Number:** 101458W

**Peer Review Certificate Number:** 014616

### **Expert**

Except as stated below, our Company has not obtained any expert opinion:

Our Company has received a written consent from our Statutory Auditors, Sparks & Co., Chartered Accountants, to include their name in this Letter of Offer and as an “expert”, as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of (i) the Audited Consolidated Financial Statements of the Company for the Fiscal Year 2023 and their audit report thereon dated May 30, 2023; (ii) Unaudited Consolidated Financial Results for the nine months period ended December 31, 2023 and their limited review report thereon dated February 12, 2024; and (iii) the statement of special tax benefits dated December 12, 2023, included in this Letter of Offer, and such consent has not been withdrawn as of the date of this Letter of Offer. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

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

**Name:** Axis Bank Limited

**Address:** GF Rudraksh Complex,

Opp Rambaug Police Station,

Maninagar, Ahmedabad - 380008.

**Tel.:** +91 89808 00801 and 98259 17626

**E-mail:** [maninagar.branchhead@axisbank.com](mailto:maninagar.branchhead@axisbank.com)

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

**Contact Person:** Chirag Desai

**SEBI Registration Number:** INB100000017

**CIN No.:** L65110GJ1993PLC020769

### **Self-Certified Syndicate Banks**

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

### **Credit rating**

As the proposed Issue is of Rights Equity Shares, the appointment of a credit rating agency is not required.

## Debenture Trustee

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

## Monitoring Agency

Since the size of the Issue is less than ₹10,000 Lakhs, our Company is not required to appoint a monitoring agency in relation to this Issue.

## Appraising Agency

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

## Underwriting

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

## Minimum Subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, read with SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are “officers in defaults” shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

## Filing

The copy of this Letter of Offer is being filed with BSE as per the provisions of SEBI ICDR Regulations.

Further, in terms of SEBI ICDR Regulations, our Company will simultaneously do an online filing with SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI for record purposes only.

## Issue Schedule

<b>Issue Opening Date</b>	Wednesday, February 28, 2024
<b>Last Date for On Market Renunciation of Rights Entitlements*</b>	Friday, March 1, 2024
<b>Issue Closing Date<sup>#</sup></b>	Thursday, March 7, 2024
<b>Finalisation of Basis of Allotment (on or about)</b>	Friday, March 15, 2024
<b>Date of Allotment (on or about)</b>	Monday, March 18, 2024
<b>Date of credit (on or about)</b>	Thursday, March 21, 2024
<b>Date of listing (on or about)</b>	Tuesday, March 26, 2024

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

*<sup>#</sup>Our Board or a Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Tuesday, March 5, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., Wednesday, March 6, 2024.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. For details on submitting Application Forms, see “*Terms of the Issue*” beginning on page 103 of this Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Equity Shares on or before Issue Closing Date, the Rights Entitlements of such Eligible Equity Shareholders shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in) after keying in their respective details along with other security control measures implemented there at. For further details, see “*Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” beginning on page 115 of this Letter of Offer.

## CAPITAL STRUCTURE

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

(₹ in Lakhs, except the shares data)

Particulars	Aggregate value at face value	Aggregate value at Issue Price
<b>A. AUTHORIZED SHARE CAPITAL</b>		
17,50,00,000 Equity Shares of ₹2 each	3,500.00	-
<b>B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
6,93,07,248 Equity Shares of ₹2 each	1,386.14	-
<b>C. PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS LETTER OF OFFER<sup>(1)</sup></b>		
Up to 6,93,07,248 Rights Equity Shares, each at a premium of ₹3 per Rights Equity Share. i.e. at an Issue Price of ₹ 5 Rights Equity Share	1,386.14	3,465.36
<b>D. ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE<sup>(2)</sup></b>		
13,86,14,496 Equity Shares of ₹2 each	2,772.29	-
<b>E. SECURITIES PREMIUM ACCOUNT</b>		
Before the Issue	5,511.27	
After the Issue <sup>(2)</sup>	7,590.49	

<sup>(1)</sup> The Issue has been authorised by a resolution of our Board passed at its meeting held on October 6, 2023, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions.

<sup>(2)</sup> Assuming full subscription by the Eligible Equity Shareholders of the Rights Equity Shares.

### Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of this Letter of Offer, which would entitle the holders to acquire further Equity Shares
- All the Equity Shares of our Company are fully paid-up and there are no partly paid up Equity Shares outstanding as on the date of this Letter of Offer. Further, the Rights Equity Shares, when allotted under the Issue, shall be fully paid up and shall rank *pari passu* to the existing equity shares of our Company.
- Shareholding of Promoter and Promoter Group:**

The details of Equity Shares held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such Equity Shares as on the date of this Letter of Offer are set forth below:

Sr. No.	Name of the Promoter & Promoter Group	No. of fully paid up Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Details of Equity Shares pledged/encumbered		Details of Equity Shares locked-in	
				No. of Equity Shares	% of total shares held	No. of Equity Shares	% of total shares held
1	Rameshchandra Sojitra	7,38,319	1.07	-	-	-	-
2	Chirag Jayantilal Soni*	7,02,019	1.01	-	-	-	-
3	Vaacha Sojitra	2,93,063	0.42	-	-	-	-
4	Vishwas Rameshchandra Sojitra	2,48,068	0.36	-	-	-	-
5	Leelavanti R Sojitra	1,48,911	0.21	-	-	-	-
6	Rameshchandra K Sojitra HUF	1,12,074	0.16	-	-	-	-
7	Karnavati Infrastructure Projects Limited	1,06,64,199	15.39	31,00,000	29.07	-	-
	<b>Total</b>	<b>1,29,06,653</b>	<b>18.62</b>	<b>31,00,000</b>	<b>29.07</b>	-	-

\*Our Company had filed an application dated May 09, 2023 with BSE pursuant to Regulation 31A of the SEBI Listing Regulations for re-classification of one of the promoters of the Company namely, Chirag Jayantilal Soni as a "Public" Shareholder of the Company.

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

The Promoters or members of the Promoter Group have not acquired any Equity Shares of our Company in the year immediately preceding the date of filing of this Letter of Offer with the Stock Exchange.

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

Our Promoters and members of the Promoter Group *vide* their respective letters dated November 28, 2023 have given their intention to partially subscribe towards their portion of rights entitlements. Therefore, the minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is applicable to the present Rights Issue. Therefore, our Company undertakes to comply with the provisions of Regulation 86(2) of the SEBI ICDR Regulations and SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, read with SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, and in case of non-receipt of minimum subscription, all application monies received by our Company shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

6. The ex-rights price per Rights Equity Shares, as computed in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ 6.07.
7. At any given time, there shall be only one denomination of the Equity Shares.
8. **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange is in compliance with the SEBI Listing Regulations:**
  - i. The shareholding pattern of our Company as on December 31, 2023, can be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/scanpoint-geomatics-ltd/scanpgeom/526544/shareholding-pattern/>
  - ii. Statement showing holding of Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on December 31, 2023, can be accessed on the website of

the BSE at:  
<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=526544&qtrid=120.00&QtrName=December%202023>

**9. Details of the Shareholders holding more than 1% of the issued, subscribed, and paid-up Equity Share capital**

The details of shareholders of our Company holding more than 1% of the issued, subscribed and paid -up Equity Share capital of our Company, as on December 31, 2023, are available at the website of BSE <https://www.bseindia.com/corporates/shpdrPercent.aspx?scripcd=526544&qtrid=120.00&CompName=SCANPOINT%20GEOMATICS%20LTD.&QtrName=December%202023&Type=TM>

## OBJECTS OF THE ISSUE

We intend to utilize the gross proceeds raised through the Issue (the “**Gross Proceeds**”) after deducting the Issue related expenses (“**Net Proceeds**”) for the following objects (collectively, referred to as the “**Objects**”):

1. To repay, in full or in part, identified unsecured loan availed by our Company;
2. To meet long-term working capital requirement; and
3. General Corporate Purposes.

(Collectively, referred to as the “**Objects**”)

The main object clause and matters necessary for furtherance of the main objects of our MoA enable our Company to undertake its existing activities and the activities carried out by our Company since its incorporation until now are valid in terms of the objects clause of our MoA. The loans availed by our Company which are proposed to be repaid in full or in part, from the Net Proceeds, are for activities carried out by us are enabled by the objects clause of our MoA.

### Details of Net Proceeds from the Issue

The details of the Issue Proceeds are set forth in the following table:

Particulars	Estimated Amount
Gross proceeds to be raised through the Issue *	3,465.36
<i>Less:</i> Issue related expenses	49.80
<b>Net Proceeds</b>	<b>3,415.56</b>

\* Assuming full subscription in the Issue and subject to the finalisation of the basis of allotment and the allotment of the Rights Equity Shares.

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details set forth in the following table:

Sr. No.	Particulars	Estimated Amount
1	To repay, in full or in part, identified unsecured loan availed by our Company	2,000.00
2	To meet long-term working capital requirement	1,000.00
3	General Corporate Purposes *	415.56
	<b>Net Proceeds</b>	<b>3,415.56</b>

\* The amount to be utilized for General Corporate Purposes will not exceed 25% of the Gross Proceeds.

### Schedule of Implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the following table:

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated deployment in FY 2023-24
1	To repay, in full or in part, identified unsecured loan availed by our Company	2,000.00	2,000.00
2	To meet long-term working capital requirement	1,000.00	1,000.00
3	General Corporate Purposes *	415.56	415.56
	<b>Net Proceeds<sup>^</sup></b>	<b>3,415.56</b>	<b>3,415.56</b>

\* Subject to finalisation of the basis of Allotment and the allotment of the Rights Equity Shares. The amount to be utilized for General Corporate Purposes will not exceed 25% of the Gross Proceeds.

<sup>^</sup> Assuming full subscription in the Issue and subject to the finalisation of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

The funding requirements mentioned above are based on the internal management estimates of our Company and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirements may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws. Our Company proposes to meet the funding requirements for the proposed Objects of the Issue from the Net Proceeds. Therefore, pursuant to Regulation 62(1)(c) of the SEBI ICDR Regulations, our Company is not required to make firm arrangement of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue. For further details, please see the section titled “*Risk factors - The deployment of funds raised through this Issue shall not be subject to monitoring by any monitoring Agency and shall be purely dependent on the discretion of the management of our Company*” on page 32.

Our Company may also utilise certain portion of the Net Proceeds towards Objects of the Issue, ahead of the estimated schedule of deployment specified above due to any reason, including (i) market conditions beyond the control of our Company and (ii) any other economic, business, and commercial considerations, the balance Net Proceeds will be utilised in subsequent periods as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

#### Means of Finance

Our Company proposes to meet the entire requirement of funds for the Objects from the Net Proceeds and hence, the requirement to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through the Issue is not applicable.

#### Details of the Objects of the Issue

##### 1. To repay, in full or in part, identified unsecured loan availed by our Company

Our Company proposes to utilize an estimated amount of up to ₹ 2,000.00 lakhs from the Net Proceeds of the Issue towards repayment, in full or in part, of identified unsecured loan availed by our Company.

The following table provides details of borrowings availed by our Company and proposed to be repaid from the Net Proceeds:

(₹ in lakhs)

Sr . No.	Name of the Lender	Nature of Facility and Details of Document	Principal Amount Outstanding as on January 31, 2024*	Amount proposed to be repaid out of the Net Proceeds**	Tenure	Other terms and conditions
1	Nihan Trading Private Limited (“NTPL”)	Loan Agreement dated October 08, 2020 (“ <b>Original Loan Agreement</b> ”), Supplementary Loan Agreement dated January 1, 2021, Supplement Agreement dated	5,049.28	2,000.00	Repayable on Demand	Unsecured loan carrying interest of 18% p.a repayable on demand accrued and payable at the time of demand obtained for meeting working capital requirements and/or repayment



Sr. No.	Name of the Lender	Nature of Facility and Details of Document	Principal Amount Outstanding as on January 31, 2024*	Amount proposed to be repaid out of the Net Proceeds**	Tenure	Other terms and conditions
		September 18, 2023 Supplement Agreement dated February 14, 2024 ("Supplement Loan Agreement") entered into between our Company and NTPL (collectively referred to as "Loan Documentation")				of existing debts and/or for general corporate purposes and/or for expenses incurred in the ordinary course of business.
<b>Total</b>			<b>5,049.28</b>	<b>2,000.00</b>		

\*As certified by M/s Sparks & Co, Chartered Accountants, Statutory Auditor of our Company vide their certificate dated February 16, 2024. Further, they have certified that these loans have been utilized for the purposes for which they were availed, as provided in the relevant loan agreement.

\*\*In terms of Loan Documentation, the unsecured loan amounting in aggregate to ₹ 6,000.00 lakhs, extended by NTPL from time to time, to our Company.

We believe that repayment of our unsecured loan through Net Proceeds shall result in an increase in the Net Worth of our Company and improve the debt-equity ratio of our Company. This would lead to strengthening of the balance sheet of our Company which would serve the following dual purposes:

- As the prequalification criteria for most of the larger projects would require an increased Net Worth, our Company would strengthen its capability to be eligible to bid for such projects; and
- Our Company would be able to raise need-based investments and borrowings.

## 2. To meet long-term working capital requirement

Our business is working capital intensive, and we will need additional working capital for the growth of our business. The aim of our working capital management is to ensure that we are able to continue our operations, increase our business operations and have sufficient cash flow to satisfy both maturing short-term debt and upcoming operational expenses. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from banks and unsecured loans.

The incremental working capital will be used to fund the Working Capital Gap, for our expanding business operations.

### Basis of estimation of working capital requirement:

The details of estimation of working capital requirement (on standalone basis), are as under:

Sr. No.	Particulars	Audited FY 2021-22	Audited FY 2022-23	Estimated* FY 2023-24
<b>I</b>	<b>Current assets<sup>#</sup></b>			
	1. Inventories	-	-	-
	2. Trade receivables	1,521.12	1,369.46	1,768.21
	3. Short term loans and advances	180.76	186.18	232.73

(in ₹ Lakhs)

Sr. No.	Particulars	Audited FY 2021-22	Audited FY 2022-23	Estimated* FY 2023-24
4.	Other Financial Asset	4,760.03	4,773.31	4,627.91
5.	Other current assets	226.22	121.33	207.41
	<b>Total currents assets (A)</b>	<b>6,688.13</b>	<b>6,450.27</b>	<b>6,836.25</b>
<b>II</b>	<b>Current liabilities</b>			
1.	Trade payables	489.91	75.00	179.49
2.	Financial Liabilities	189.76	137.18	-
3.	Other Financial liabilities	2,117.47.23	1,930.49	1,175.01
4.	Other current liabilities	58.66	99.59	-
5.	Short term provisions	3.74	3.54	4.47
6.	Deferred Tax Liabilities	49.78	49.22	69.91
	<b>Total current liabilities (B)</b>	<b>2,909.24</b>	<b>2,295.02</b>	<b>1,428.89</b>
<b>III</b>	<b>Net working capital requirement (A) – (B)</b>	<b>3,778.89</b>	<b>4,155.25</b>	<b>5,407.36</b>
	<b>Funding pattern</b>			
	Working capital funding from banks	1,062.51	1,055.62	800.00
	Internal accruals	2,716.38	3,099.63	3,607.36
	Net Proceeds from the proposed Rights Issue	-	-	1,000.00
	<b>Total</b>	<b>3,778.89</b>	<b>4,155.25</b>	<b>5,407.36</b>

#Excluding cash & cash equivalent

The long-term working capital requirements and deployment are based on historical Company data, experience of our management team and estimation of the future requirements considering the growth in activities of our Company. We operate in a highly competitive and dynamic market and may have to revise our estimates from time to time on account of external circumstances, business or strategy and foreseeable opportunity. Consequently, our fund requirements may also change based on changing business scenarios.

#### Basis of Estimation-Holding Period

Particulars	Basis	Actuals		Estimated
		March 31, 2022	March 31, 2023	March 31, 2024
<b>Current Assets</b>				
Inventories	Days	-	-	-
Trade receivables	Days	166	287	185
<b>Current Liabilities</b>				
Trade payables	Days	94	46	30

#### Justification for Estimation

Particulars	Assumptions made and justification
<b>Current Assets</b>	
Inventories	Since the Company operates in the service industry, it does not hold any physical inventories.
Trade receivables	Trade receivables are based on the average standard payment terms across our customers. Our general credit terms vary across geographies and type of customers and our assumptions are based on past trends. The reduction in trade receivable days is primarily attributed to the increase in revenue generated from our IGIS software products and services along with a surge in project engagements from the private sector. These factors collectively enhance cash inflow and expedite the trade receivables collection process. Trade receivables for FY 2021-22 and FY 2022-23 were around 166 days and 287 days. Based on the factors mentioned above, we have assumed average trade receivables collection period of 185 days of revenue from operations for the FY 2023-2024.
<b>Current Liabilities</b>	

Particulars	Assumptions made and justification
Trade payables	Trade payable days were 94 days and 46 days of operating expenses for FY 2021-22 and FY 2022-23, respectively. Our Company expects a decrease in trade payable days due to concurrent reduction in trade receivable days and accordingly, expects the holding level days for the trade payables as 30 days of operating expenses for the FY 2023-24.

### 3. General Corporate Purposes

We intend to deploy ₹415.56 lakhs from the Net Proceeds towards General Corporate Purposes. The General Corporate Purposes include but are not limited to funding our growth opportunities, strengthening our marketing capabilities and brand building exercises, strategic initiatives, general maintenance, entering into joint-ventures/partnerships/tie-ups or contingencies in the ordinary course of business which may not be foreseen or any other purpose as approved by our Board subject to complying with regulatory requirements and obtaining necessary approvals, as applicable. Our management, in accordance with the policies of our Board, will have flexibility in utilising the proceeds earmarked for General Corporate Purposes. However, the amount to be utilised for General Corporate Purposes will not exceed 25% (Twenty-Five Percent) of the Gross Proceeds.

#### Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ 49.80 lakhs. The break-up of the Issue expenses is as follows:

Particulars	Estimated Expenses (₹ in lakhs)	% of Estimated Issue Related Expenses	% of Estimated Issue Size
Fees of the Lead Manager	15.00	30.12	0.43
Fees of Registrar to the Issue	4.00	8.03	0.12
Fees of Legal Advisor	10.00	20.08	0.29
Other professional service providers and statutory fees	4.10	8.23	0.12
Fees payable to regulators, including depositories, Stock Exchange, and SEBI	12.86	25.83	0.37
Statutory Advertising, Marketing, Printing and Distribution	3.57	7.17	0.10
Other expenses (including miscellaneous expenses and stamp duty)	0.27	0.54	0.01
<b>Total estimated Issue expenses*</b>	<b>49.80</b>	<b>100.00</b>	<b>1.44</b>

\*All Issue related expenses will be paid out of the Gross Proceeds from the Issue. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be borne by the Company from the general corporate purposes.

#### Interim Use of Funds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. However, our Company shall deposit the Net Proceeds, pending utilisation of the Net Proceeds for the purposes described above, by depositing in one or more scheduled commercial banks (as included in the second schedule to the Reserve Bank of India Act, 1934) or in any such other manner as permitted under the SEBI ICDR Regulations. We confirm that pending utilization of the Net Proceeds for the Objects of the Issue, our Company shall not utilize the Net Proceeds for any investment in the equity markets, real estate or related products.

#### Bridge Loan

We have not raised any bridge loans which are required to be repaid from the Net Proceeds.

#### Monitoring Utilization of Funds from Issue

Since the Issue Size is less than ₹ 10,000 lakhs, in terms of Regulation 82 of the SEBI ICDR Regulations, our

Company is not required to appoint a monitoring agency for the purposes monitoring the utilisation of Net Proceeds by our Company. As required under Regulation 18 of the SEBI Listing Regulations, the Audit Committee of the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18(3) read with Part C of Schedule II of the SEBI Listing Regulations, we will disclose to the Audit Committee the required details of utilisation/applications of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Auditor.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the Objects stated in this Letter of Offer. Further, this information shall be furnished to the Stock Exchange along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

#### **Appraising entity**

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

#### **Strategic and Financial Partners**

There are no strategic or financial partners to the Objects.

#### **Variation in Objects**

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the 'Postal Ballot Notice') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice will simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. For details, see '*Risk Factors - Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholder's approval.*' on page 32.

#### **Key Industry Regulations**

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the Objects.

#### **Other Confirmations**

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, any members forming part of the Promoter Group, Directors and Key Managerial Personnel of our Company.

Our Promoters, members forming part of the Promoter Group and our Directors do not have any interest in the Objects, and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, members forming part of the Promoter Group, Directors or Key Managerial Personnel or Senior Management Personnel.

## STATEMENT OF SPECIAL TAX BENEFITS

To,  
**The Board of Directors,**  
D-1002-1021, 10<sup>th</sup> Floor,  
Swati Clover Shilaj Circle,  
S.P. Ring Road, Shilaj, Daskroi,  
Ahmedabad - 380059, Gujarat, India

Dear Sirs,

**Subject: Proposed rights issue of equity shares of face value of ₹ 2 each (the “Equity Shares” and such offering, the “Issue”) of Scanpoint Geomatics Limited (the “Company”) pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the ‘Act’).**

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We hereby report that the enclosed Statement prepared by Scanpoint Geomatics Limited (the “Company”) states the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act 2023 (hereinafter referred to as “Income Tax Laws”), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy) including the relevant rules and regulations, circulars and notifications issued there under (hereinafter referred to as “Indirect Tax Laws”), presently in force in India under the respective tax laws as on the signing date, for inclusion in the Letter of Offer for the proposed rights issue of the Company to the existing shareholders. These benefits are dependent on the Company or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the shareholders of the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only possible special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. The tax benefits listed herein are only the possible special tax benefits which may be available under the current direct tax laws presently in force in India. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

We have conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ (‘the Guidance Note’) issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, ‘Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements’

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

- The Company or the shareholders of the Company will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits, where applicable, have been/would be met with.

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

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Letter of Offer and Letter of Offer and submission of this statement to the Securities and Exchange Board of India, the stock exchange where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

Yours faithfully,

**Yours faithfully,**  
**For M/s. Sparks & Co.**  
Chartered Accountants  
**Firm's Registration Number: 101458W**

**CA Snehal R. Shah**  
**Partner**  
**Membership No.: 113347**  
**UDIN: 23113347BGQUZP9316**

**Date: December 12, 2023**  
**Place: Ahmedabad**

**Encl.: As above**

## ANNEXURE I

### STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SCANPOINT GEOMATICS LIMITED (THE “COMPANY”) AND ITS SHAREHOLDERS UNDER THE INCOME TAX LAWS

#### 1. Special tax benefits available to the Company under the Income Tax Laws

There are no special tax benefits available to the Company.

#### 2. Special tax benefits available to the shareholders under the Income Tax Laws

There are no special tax benefits available to the shareholders of the Company.

#### Notes:

- a. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- b. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
- c. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant laws.
- d. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- e. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

## ANNEXURE II

### STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SCANPOINT GEOMATICS LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE INDIRECT TAX LAWS

#### 1. Special tax benefits available to the Company under the Indirect Tax Laws

There are no special indirect tax benefits available to the Company.

#### 2. Special tax benefits available to the shareholders under the Indirect Tax Laws

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

#### Notes:

- a. The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
- b. The above statement covers only above-mentioned indirect tax laws benefits and does not cover any direct tax law benefits or benefit under any other law.
- c. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.
- d. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.



## SECTION V – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

*The industry related information in this chapter is derived from the reports titled Geospatial Artha 22: Indian Geospatial Industry Outlook Report” (“**Geospatial Artha Report 2022**”) prepared by Geospatial World Analysis. It is hereby clarified that the information in this section is only an extract of the Geospatial Artha Report 2022 and does not comprise the entire Geospatial Artha Report 2022. All information in the Geospatial Artha Report 2022 that is considered material by us for the purpose of this Issue has been included in this section, and none of this information has been further modified by us in any manner, except for the limited purpose of presentation or ensuring continuity. It is important to note that the numbers presented in the report do not take into account the impact of the policies released on and after December 2022. Accordingly, the policy reforms announced in December 2022 and January 2023 with regards to National Geospatial Policy and the Indian Space Policy, the geospatial market may have additional benefits with regards to trade and commerce, collaboration and partnerships with the industry, and government, implementation of technology across nation-wide projects and programmes, and development of the policies released on and after December 2022. Neither we nor any other person connected with the Issue has verified the information in the Geospatial Artha Report 2022. Further, the Geospatial Artha Report 2022 were prepared on the basis of information as of specific dates which may no longer be current or reflect current trends. An information in the Geospatial Artha Report 2022 may be based on estimates, projections, forecasts and assumptions that may prove to be incorrect. Prospective investors are advised not to unduly rely on the Geospatial Artha Report 2022.*

*Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.*

#### **Indian Economic Outlook**

The Indian economy recorded the most robust GDP rebound in the G20 in 2021; the Indian economy is progressively moving to become the fourth largest economy in the world. The Indian economy, in many ways, has fully recovered to the pre-pandemic real GDP level of 2019-2020, so much that India today, with its almost seven percent real GDP growth and USD 3.12 trillion in GDP, has overtaken United Kingdom’s economy to be the fifth largest economy in the world, in 2022. These numbers are associated with stronger growth momentum, indicating increased economic demand.

As per the recent IMF estimates, India is likely to be the fastest-growing Asian economy in 2022-2023 and is one of the strongest among the largest economies. Today, India has a lower debt than the rest of the world – than the start of the global economic crisis. In addition, the country’s demography is of a young population. As per United Nations, India’s population is expected to exceed China’s by 2023, with each counting more than 1.4 billion residents in 2022. However, even with a rising population, while the world is expected to see an ‘aging’ trend, India will continue to have a higher share of working-age and young population. This increasing young population will also contribute significantly to the housing demand in the country, thereby increasing the demand for investments and consumption. Alternatively, today, India’s approximately 60 percent of the population is now connected to the internet, and India is leading the world in digital payments. At present, nearly 60 percent of all digital payments are currently UPI-based. Alternatively, the digital and IT infrastructure in the country is growing significantly with affordable internet connectivity and the widespread use of smartphones.

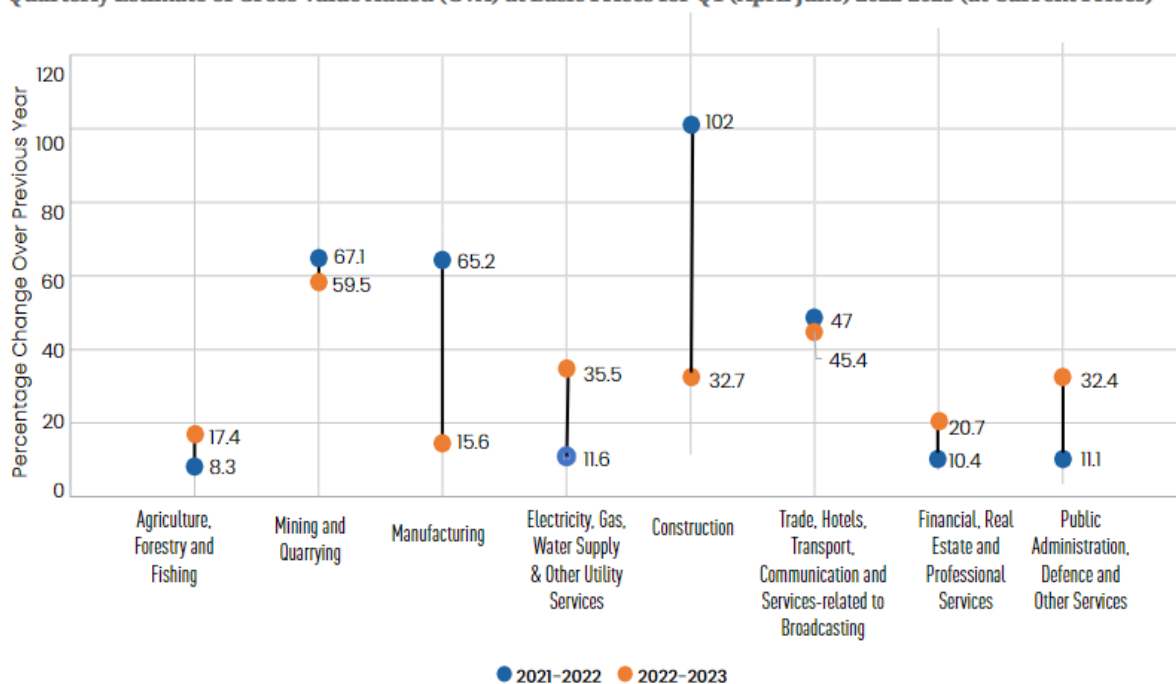
#### **Key highlights**

- India’s economy has overtaken UK to be the fifth largest economy in the world in 2022.
- India’s real-GDP fell from 8.90 percent in 2021 to 6.9 percent in 2022 and is forecasted to further fall down to 5.4 percent in 2023.
- India’s population size is expected to exceed China by 2023, however, with a higher share of working age population.
- India has critically improved access to basics such as affordable housing, tap water, electricity access, internet access and piped gas connections.

## India's Macro-economic Progress

Agriculture, Forestry and Fishing output remained resilient and continued to show improvement from 2021-2022, while construction and manufacturing activity maintained moderate growth though the percent change fell significantly. In 2021, the quarterly GVA in Construction picked up by almost 102 percent, owing to the sector picking up immediately after the Covid-19 pandemic. In 2022, the quarterly GVA showed consistency at a growth percentage of 32 percent, however significantly less than the previous year. Trade, Hotels, Transport, and Communication across 2021 and 2022 showed a similar quarterly GVA growth year-on-year, at approximately 45 percent, as the sector starts to pick up post-pandemic. Quarterly Growth in GVA of Financial, Real-Estate, and Professional Services; Public Administration, Defense, and other Services, grew significantly much more than in 2021. All this has resulted in substantial improvements in India's rank in global indices (63 in India's Ease of Doing Business ranking, 43<sup>rd</sup> in 2021 in the World Competitive Index, and second among the BRICS countries).

### Quarterly Estimate of Gross Value Added (GVA) at Basic Prices for Q1 (April-June) 2022-2023 (at Current Prices)



Source: Press Note on Estimates of GDP for the First Quarter (Apr-June) 2022-2023 - National Statistical Office - Ministry of Statistics and Program Implementation Government of India; GW Consulting Analysis

## Indian Geospatial Ecosystem

### Geospatial Sector Governance

Geospatial governance within the Indian geospatial industry ecosystem rests on the government bodies and stakeholders responsible for the development of policies. While most policies are developed under the Department of Science and Technology, many relevant policies developed by other Ministries such as Ministry of Home Affairs, Ministry of Civil Aviation, Ministry of Defence have historically had significant implications on the development and implementation of geospatial policies. At National Level, the regulatory framework in the context of the geospatial sector comprised of 25 National level acts/policy/guidelines/rules & regulations from 10 different ministries/departments. This guiding framework is majorly responsible for the relevant use/exchange of geospatial information.

The Guidelines for Geospatial Data, the Drone Rules 2021, and the Draft Policies (Geospatial, Remote Sensing, and Satellite Navigation) aims to liberalize, democratize, and commercialize the use of geospatial data and information for planning and monitoring requirements within the country while also boosting geospatial entrepreneurship across varied technology segments. These policies, guidelines, and rules will eventually lay the foundation for knowledge and data-driven Digital India and help achieve self-reliance and a five trillion-dollar economy by 2025.

The guidelines for Geospatial Data, and the Drone Rules 2021 – both released in 2021 – are significantly relevant today as they are already in implementation and have become the base for innovation with direct innovation in mission mode projects like National Infrastructure Pipeline (NIP), National Hydrology Project (NHP), Gati Shakti National Master Plan for infrastructure, SVAMITVA scheme (Survey of Villages and Mapping with Improved Technology) and the Smart Cities Mission, among many others. Alternatively, while many of the current policies are in the consultation phase with the broader geospatial industry, user, and civil society ecosystem, the implications of these documents will be significant in the future.

### ***Indian Geospatial Industry Ecosystem***

India's geospatial industry has primarily been a services industry, with the services segment constituting approximately 75 percent of the total Indian geospatial market in FY 2017-2018. Over the years, the market share for services has significantly fallen from 75 percent to approximately 50 percent of the total market. This shift or transition in the market is due to the increasing market share of hardware, software, and solutions segments within the Indian geographic ecosystem.

Further, it is notice worthy this shift is not due to the absolute reduction in services businesses; instead the total number of services companies within the Indian ecosystem has continued to grow year-on-year and is expected to grow furthermore as opportunities within the industry will rise due to the recent democratization and liberalization of geospatial data and information.

### ***Market Growth***

- India's total geospatial market (including both domestic and export market) is estimated to be worth approximately INR 27.65 thousand crores in 2022, rising from INR 22.94 thousand crores in 2019, at a CAGR of 6.43 percent.
- The Indian geospatial export market is expected to rise at a CAGR of 6.5 percent between 2022 and 2025, i.e., from INR 11.63 thousand crores in 2022 to approximately INR 14.07 thousand crores by 2025.

### **The Indian Geospatial Market: Overview**

The Indian geospatial industry is undergoing a transition from data to knowledge, and from being a service to a solutions industry, supported by the significant policy reforms announced by the Government of India in 2021.

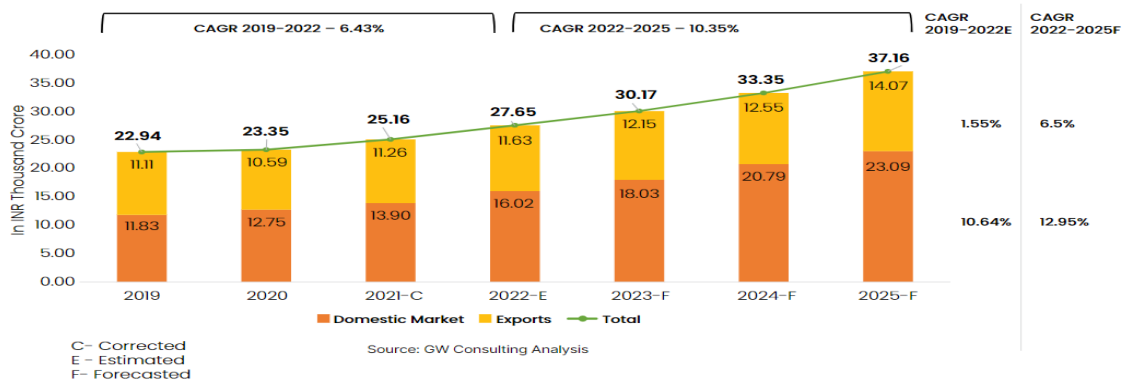
#### ***1. India's total geospatial market forecasted to be INR 37.16 thousand crores by 2025***

- India's total geospatial market (including both domestic and export market) is estimated to be worth approximately INR 27.65 thousand crores in 2022, rising from INR 22.94 thousand crores in 2019, at a CAGR of 6.43 percent.
- With the enabling policy environment, and the gradual transition of the industry to offer services and solutions to worldwide market, India's total geospatial market is forecasted to rise to INR 37.16 thousand crores by 2025, growing at a CAGR of 10.35 percent between 2022 and 2025.

#### ***2. Geospatial exports from India to rise at a CAGR of 6.5 percent between 2022 & 2025***

- Post-pandemic, and further to the Guidelines for Geospatial Data, the Indian geospatial market is forecasted to see a significant rise in its geospatial export contribution to the world economy.

**Indian Geospatial Market (Domestic and Export) Size and Forecast (2019-2025)**



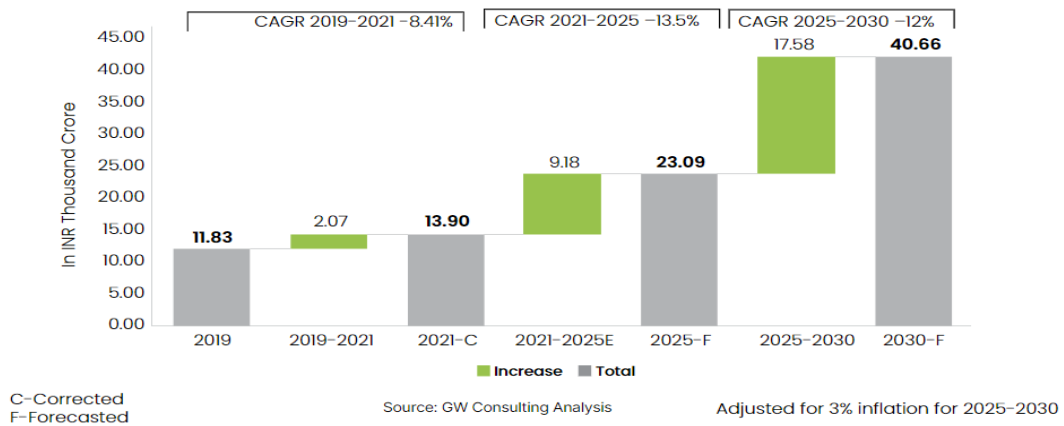
- With the changing policy reforms, increasing bilateral trade agreements (such as with the USA), foreign expansion of many local companies increasing dialogue among national governments on geospatial issues, and strategic collaborations amongst world leading IT companies within the Indian geospatial ecosystem – the Indian geospatial export market is expected to rise at a CAGR 6.5 percent between 2022 and 2025. The market is estimated to grow from INR 11.63 thousand in 2022 to approximately INR 14.07 thousand crores by 2025.

### 3. India’s domestic geospatial market is estimated to be INR 23.09 thousand crores by 2025

India’s domestic geospatial market is estimated to grow at a significantly high CAGR, i.e., approximately 13.5 percent between 2021 and 2025. The market is forecasted to rise from INR 13.90 thousand crores to approximately INR 23.09 thousand crores. Sectorally, the traditional sectors (inclusive of defense and intelligence, transport infrastructure, urban development, utilities, etc.) account for the maximum share of the geospatial market in India in 2021 and 2025 respectively – i.e., up to 55 percent of the total market share. This growth is attributed to –

- India’s swift and continued economic recovery to 90 percent of the pre-pandemic levels, and transition towards digitalization to drive geospatial adoption.
- Critical announcements by the Government of India for liberalization and democratization of geospatial data – particularly, the Guidelines for Geospatial Data 2021, and the Drone Rules 2021 is already seeding future of the Indian geospatial market.
- Increasing interest and showcase of intent by global geospatial industry players to import hardware equipment’s within the Indian ecosystem; developing software, APIs and applications, low-cost processing and image processing services; establishing research and development (R&D) centres to develop solutions in the areas of deep learning, GeoAI solutions, cloud, big data analytics; among other things, will enhance domestic capability and capacity.
- Strategic push by the Government of India to adopt the latest technologies (including geospatial information and technology) across national mission-mode projects to achieve the vision of five trillion-dollar economy by 2025; with an aim to simultaneously improve productivity, efficiency, and efficacy across all economic sectors will contribute to geospatial market growth.
- Almost every national integrated program linked to India’s development, like National Hydrology Project (NHP), Bharatmala, AMRUT Smart Cities, SVAMITVA Scheme, National Infrastructure Pipeline, require enormous volumes of spatial data and analysis to enhance program efficiency. Major technological investments in these projects will significantly add to the domestic geospatial market of India.

#### Indian Geospatial Market Size and Forecast -2019-2030F



#### 4. India's domestic geospatial market is estimated to be INR 40.6 thousand crores in 2030

- India's domestic geospatial market is forecasted to rise at a CAGR of approximately 12 percent between 2025 and 2030, i.e., by approximately INR 17.58 thousand crores.
- The domestic market is expected to grow from INR 23.09 thousand crores in 2025 to approximately INR 40.6 thousand crores in 2030.
- During this period (2025-2030), the export geospatial market is also forecasted to grow at a significantly higher rate, i.e., 8.4 percent, from INR 14.07 thousand crore in 2025 to INR 21.14 thousand crore in 2030.

#### The Indian Geospatial Market: By Technology Segment

The Indian geospatial market is classified as GNSS and positioning, GIS and Spatial Analytics, Earth Observation (Remote Sensing, UAVs/Drones, and Aircraft), and Scanning technologies, respectively. India has recently seen an increasing uptake of all these technologies across national programs and initiatives, and by consulting organizations, to conduct projects efficiently and effectively.

#### 1. GIS and Spatial Analytics and Earth Observation to drive the Indian geospatial market between 2022 and 2025

- While among all technology segments, GNSS and Positioning is estimated to hold the largest market share, GIS and Spatial Analytics, and the Earth Observation segment is forecasted to record the highest CAGR between 2022 and 2025.
- The GIS and Spatial Analytics market is forecasted to rise at a CAGR of 14.22 percent, i.e., from INR 3.69 thousand crores in 2022 to INR 5.50 thousand crores in 2025; while the Earth Observation segment is forecasted to grow at a CAGR of 14.29 percent, i.e., from INR 1.51 thousand crores in 2022 to INR 2.25 thousand crores in 2025.
- The GIS market is forecasted to increase owing to increase in adoption across non-traditional sectors such as smart cities, banking and finance, and facilities management, integration of GIS with mainstream technologies for business intelligence, and construction and infrastructure, and growth in demand for enterprise-wide GIS solutions.
- The earth observation market is forecasted to increase due to significant push by the Government of India to space-based technologies, and space data; along with further impetus to the use of Drones/UAVs across major government programs and initiatives such as land administration and national highway development.

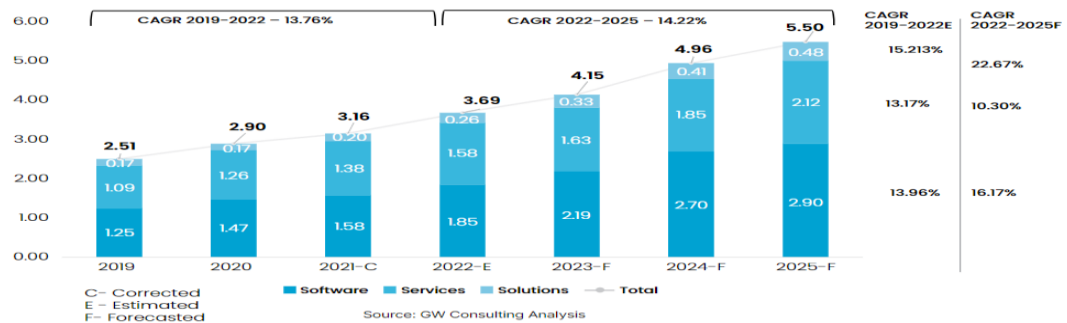
Indian Geospatial Industry Technology-wise Market Share 2022 & 2030F



## GIS and Spatial Analytics Market

### 2.1 GIS and Spatial Analytics Market is forecasted to grow at 14.22 percent CAGR between 2022 and 2025

GIS and Spatial Analytics Market Size and Forecast Size and Forecast 2019-2025-F



- The GIS and Spatial Analytics Market is one of the most strategic and ‘known’ market within the Indian geospatial ecosystem. Often, in India, geospatial is equated straight up with geographic information systems, i.e., GIS and therefore the market for GIS and Spatial Analytics is going to rise significantly over the next few years.
- Once economic industries realized the long-term potential of GIS and Spatial Analytics as a critical/fundamental tool for efficient operations of different industry verticals, the market is forecasted to grow at a CAGR of 14.22 percent between 2022 and 2025, i.e., from INR 3.69 thousand crores in 2022 to INR 5.50 thousand crores in 2025.
- The growth of the GIS and Spatial Analytics market is supported by government programs and schemes with focus on integration of geospatial technology solutions within programs such as Restructured Accelerated Power Development and Reforms Program (R-APDRP), Integrated Power Development Scheme (IPDS), Smart Cities Mission, AMRUT and many GIS enabled e-governance initiatives by state governments.

### 2.2 GIS Software currently holds approximately 50 percent of the total market (Software, Services and Solutions) share in 2022

- The GIS software market is the largest sub-technology market within the GIS and Spatial Analytics technology segment, forecasted to grow at a CAGR of 16.17 percent between 2022 and 2025, i.e., from INR 1.85 thousand crores in 2022 to approximately INR 2.90 thousand crores in 2025.
- Over the years, the GIS software market has grown significantly as the understanding and awareness of GIS software increases within the Indian geospatial ecosystem. Between 2019, and 2022, the GIS software market grew at a CAGR of 13.96 percent, i.e., from INR 1.25 thousand crores in 2019 to approximately INR 1.85 thousand crores in 2022.

### 2.3 GIS – Services market is forecasted to be worth INR 2.12 thousand crores by 2025

- The GIS-Services market inclusive of Spatial Analytics segments is the second largest market within the GIS and Spatial Analytics technology segment. The GIS services market or Spatial Analytics market is the use of GIS software rendered by a company to allow for the visualization of geographic data, analysis of spatial relationships and efficient data management. The service within this ecosystem enables companies to use GIS for easy access, analysis, and utilization.
- The GIS- Services market grew significantly during 2019 and 2022, i.e., from INR 1.09 thousand crores in 2019 INR 1.58 thousand crores in 2022- growing at a CAGR of 13.17 percent during the period.
- This market is forecasted to increase further between 2022-2025, albeit at a moderate growth rate of 10.30 percent, i.e., the market will grow from INR 1.58 thousand crores in 2022 to INR 2.12 thousand crores in 2025. The market growth is attributed to the increasing need for managed services and professional services across various industry sectors.

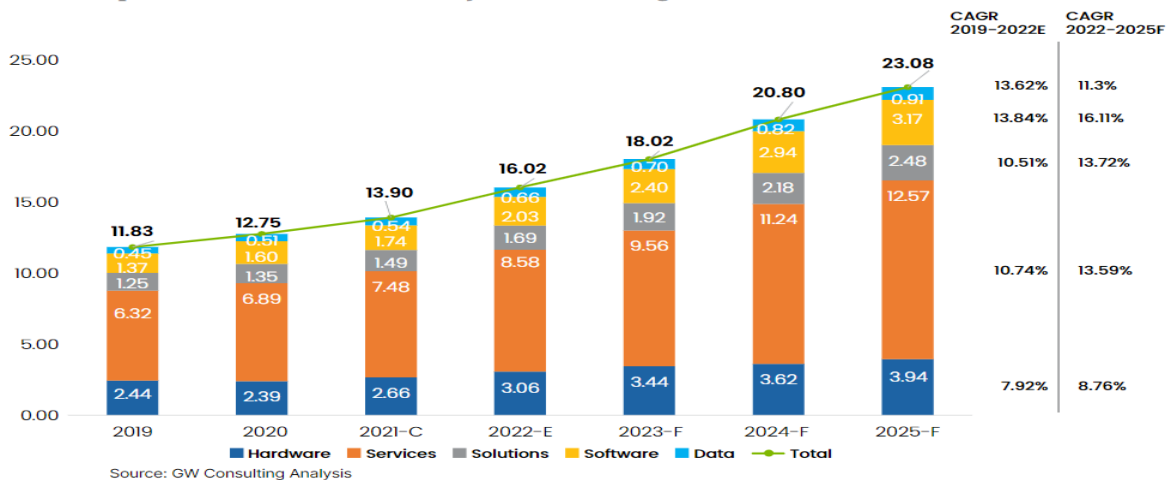
### 2.4 GIS – Solutions market forecasted to grow at 22.67 percent CAGR between 2022 and 2025

- The GIS Solution market is forecasted to see the fastest growth at a CAGR of 22.67 percent between 2022 and 2025.
- Between 2019 and 2022, the GIS solutions market grew by INR 90 crores, i.e., at a CAGR of 15.21 percent. The solutions segment market, thus, increased from INR 170 crores in 2019 to INR 260 crores in 2022. Alternatively, between 2022 and 2025, the GIS Solutions market is forecasted to grow at a CAGR of 22.67 percent, i.e., by INR 220 crores. The solutions segment is forecasted to almost double up between 2022 and 2025, i.e., from INR 260 crores in 2022 to INR 480 crores in 2025.
- Many organizations are shifting towards implementing enterprise-wide GIS solutions which is aimed at solving customer’s problems in one-go. Further, with the Government of India’s Digital India initiative, many companies are focussed on implementing dynamic GIS solutions as part of their consultancy and business offerings.

### The Indian Geospatial Market: By Business Offerings

The Indian geospatial industry is undergoing a transformation – a transformation from data to knowledge, and from being a services industry to a solutions industry. While India has been at the forefront of the development of geospatial applications and services globally, the Indian geospatial industry is bullish on the market demands and expectations of the Indian government, the commercial and civil industry.

Indian Geospatial Market Size and Forecast By Business Offerings



- The geospatial solutions market is also expected to showcase a positive growth rate. The liberalization and democratization of geospatial data with the announcement of the Guidelines for Geospatial Data announced in Feb 2021, the increasing awareness and understanding of geospatial solutions – will drive the market for geospatial solutions in India. The geospatial solutions market is forecasted to rise from INR

1.69 thousand crore in 2022 to INR 2.48 crore in 2025, growing at a CAGR of 13.72 percent during the forecast period.

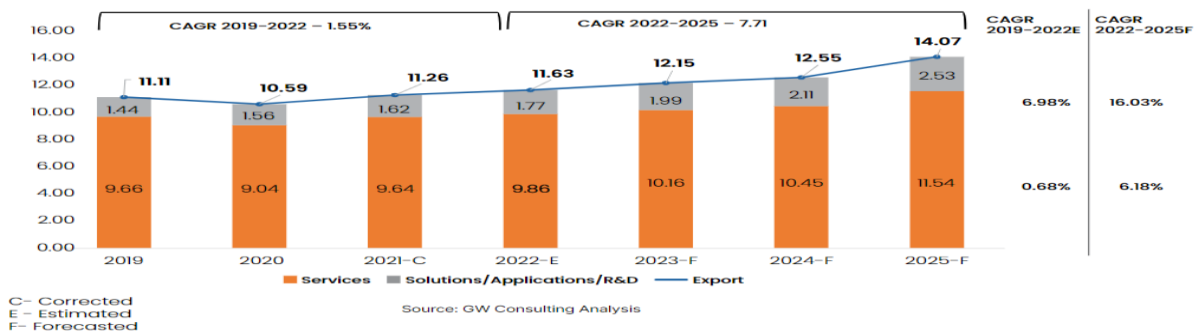
- It is also forecasted, that the geospatial software market, across categories is going to rise significantly across all technology segments – such as GNSS and Positioning, GIS and Spatial Analytics, Earth Observation and Scanning. To process the humongous amount of data captured from different data capturing tools and technologies, geospatial software is critical. Many of the commercial businesses, and government stakeholders are looking at purchasing geospatial software to meet their specific needs. In this regard, and with high penetration of GIS software across agriculture, mining, retail and logistics, infrastructure, etc., the geospatial software market is forecasted to grow at a CAGR of 16.11 percent, i.e., from INR 2.03 thousand crore in 2022 to INR 3.17 thousand crore in 2025.

### The Indian Geospatial Market: Export Market

During 2017 to 2019 – the geospatial exports market in India grew at a conservative rate of 2.35 percent, contracting to 0.07 percent during the period of the COVID – 19 pandemic (2019-20).

The sharp contraction in the geospatial exports is attributed to the macroeconomic factors of export restrictions, travel lockdowns, and supply chain disruptions. It is estimated that the geospatial export market (across both services and solutions) in 2019 was estimated to be INR 11.11 thousand crore and grew at a CAGR of 1.55 percent to touch INR 11.63 thousand crore by 2022. Alternatively, it is estimated that the geospatial export market is forecasted to be INR 14.07 thousand crore by 2025, estimated to rise at a CAGR of 7.71 percent between 2022 and 2025.

Indian Geospatial Services and Solutions Exports Market Size and Forecast (2019-2025F) (2019\*-2025F)



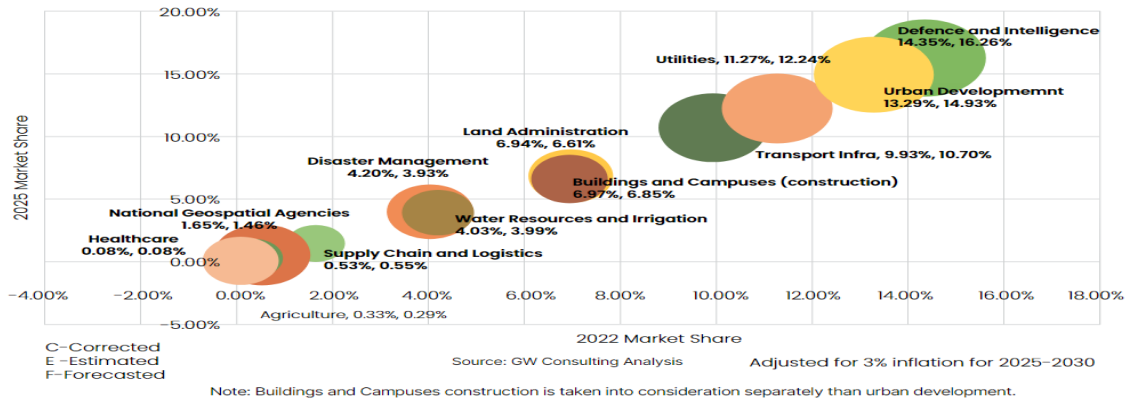
- The geospatial solutions market is estimated to grow at an enormous CAGR of 16.03 percent from INR 1.7 thousand crore in 2022 and INR 2.53 thousand crore in 2025.
- Though, with the guidelines for Geospatial Data, it was initially expected that the domestic market for geospatial information and technology would substantially grow and the market for exports would rise slower than the potential domestic market growth.
- The commercialization and democratization of geospatial information while exciting for geospatial industry players, both old and new, to experiment, innovate and scale their business and product portfolios – the target market for most companies is not domestic but export market. In either case, this will lead to strategic geospatial ‘industrial development’ within the Indian economy wherein the geospatial industry ecosystem shall transform itself to increasingly export more geospatial solutions to the international markets instead of only services.

### Indian Geospatial Market: By Sectoral Market Share

Geospatial information and technology as an empowering technology redefines the paradigms of sectoral output (GVA). It holds critical importance in all sectors of the economy, as all of them today, more than ever, require predictive analytics, modelling, and simulations to enhance productivity, efficiency, transparency, and monitoring in their workflows. It is a crucial enabler in policy planning, implementation, and engagement with citizens. Governments and businesses are increasingly relying on geospatial technology to improve services to citizens/customers – be it tracking illegal construction, ensuring compliance, minimizing environmental energy, planning energy resources, improving emergency response, or planning sustainable development.



**Indian Geospatial Industry Sectoral Market Share 2022 & 2025**



With respect to sectoral application areas, the geospatial market of India in 2022, and 2025 is dominated by Defense and Intelligence, Urban Development, and Utilities. Together in 2022, these sectors accounted for 38.91 percent, up from 37.98 percent in 2021 – with each sector accounting for 14.35 percent, 13.29 percent, and 11.27 percent, respectively. The other two sectors contributing significantly to the Indian geospatial market in 2022 are transport infrastructure, roads, railways, airports, and ports) and the buildings and campuses segment having an estimated market share of 9.93 percent, and 6.97 percent, respectively. Altogether, the five sectors mentioned above account for 50 percent plus of India’s total geospatial in 2022.

Alternatively, in 2025, the geospatial market is going to be dominated by the Defense and Intelligence and Urban Development, and Utilities sectors, with each sector accounting for 16.26 percent, 14.93 percent, and 12.94 percent respectively. Alternatively, the transport infrastructure sector, and the land administration sector are going to be the next two priority sectors by 2025, where in market share of these sectors is estimated to 10.70 percent, and 6.61 percent respectively.

## Geospatial Adoption Landscape

### Currently Used Geospatial Information and Technology

GW Consulting’s analysis shows that currently in India, across varied national programs and projects, and across private businesses and consultants, GIS and Spatial Analytics, Remote Sensing (satellite and aerial imagery) and GNSS/DGPS/GPS devices technologies are used predominantly. Since India is advancing in the maturity of technology adoption, GIS and Spatial Analytics technology (software and solution) are used for informed and better decision-making, enhanced visualization and for predictive analysis. Further, since post-pandemic, the integration of GIS with business intelligence (ERP/SAP/CRM) and engineering workflows (CAD/BIM) has gained traction, the use of GIS and Spatial Analytics has increased significantly. The workflow integration – i.e., GIS with business intelligence, has also led to a rise in the use of location data and analytics by private businesses in the retail and logistics, real-estate, and banking, financial services, and insurance sectors (BFSI).

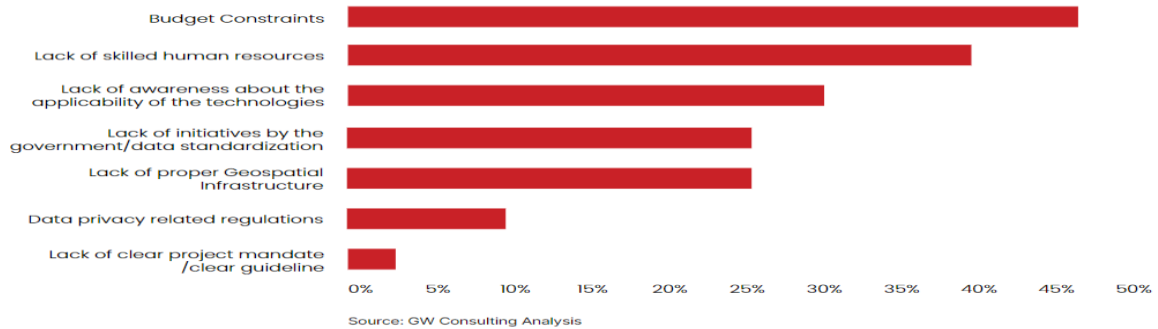
Alternatively, remote sensing data, i.e., satellite imagery is being used for enhanced spatial visualization, and for project planning across most national mission mode projects and programs. Satellite data from the National Remote Sensing Centers (NRSC), is today easily available and is being used on an operational basis for several applications in agriculture, forestry, infrastructure, land administration and rural development, mining, and maritime sectors. Remote sensing data is one of the most well recognized and most used spatial data point to provide adequate support for carrying out national level projects.

Further, the use of Drones/UAVs has increased due to increasing reliance by the Government of India for surveying and mapping projects. The use of Drones/UAVs in the SVAMITVA project and the mandatory requirement in highway development projects, showcases the increasing adoption of Drones/UAVs in the Indian Market.

### Challenges in Adoption of Geospatial Technology

GW Consulting’s analysis, highlights that the top three challenges foreseen in the adoption of geospatial information and technology are budget constraints followed by lack of initiatives by the government and lack of adequate geospatial infrastructure.

### Challenges in adoption of Geospatial Technology



## Policy Impact and Implications

### *Impact of Geospatial and Allied Technology Policies*

The ‘Guidelines for Geospatial Data 2021’ has led to an increase in the use of geospatial data. The removal of restrictions on obtaining security clearances and licenses will increase commercial applications of such data, and more businesses will be able to freely create, collate, manage, or produce geospatial data, energizing the entire industry. The greatest stimulus is expected to be felt by start-ups and SMEs, propelling them into unrestricted innovation. It is consistent with the goal of “Atmanirbhar Bharat”, as India’s reliance on foreign resources for mapping technologies and services will be reduced significantly.

### *Impact of Policy to Enhance the Adoption of Geospatial Technology*

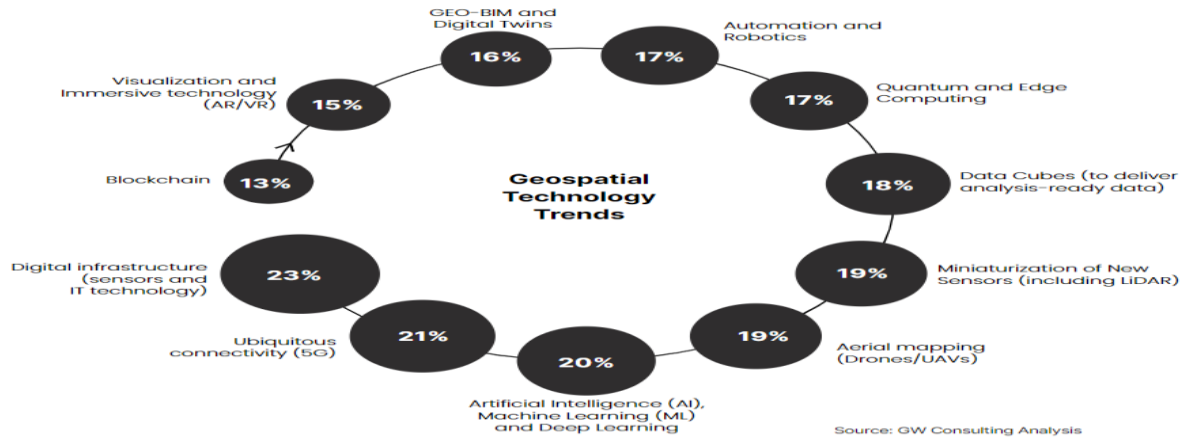
GW Consulting analysis shows that more than 80 percent of the respondents believe that there is going to be a significant impact of the Guidelines and the policy in increasing the adoption of geospatial technologies across sectoral workflows. In India, geospatial technology has made inroads into a variety of sectors, both public and private. Agriculture, telecommunications, oil and gas, environment management, forestry, public safety, infrastructure, logistics, and other industries rely heavily on geospatial technology in India. According to stakeholders, the geospatial industry will grow by leaps and bounds in the coming years as stakeholders across sectors recognize the utility and long-term cost effectiveness of using geospatial tools and technologies. Well-articulated policy mechanisms, government support, and rising domestic demand would all help to popularize geospatial technology in India and bring it into the mainstream as a tool for effective governance and development planning.

## Indian Geospatial Industry Growth drivers and differentiators

### *Technology Trends*

- As per the GW Consulting’s Analysis, Digital Infrastructure (Sensors and IT technology) is forecasted to be the most impactful technology need, driving the Indian geospatial markets growth in next 3-5 years. Many Government Initiatives such as PM Gati Shakti, Smart City, Smart Agriculture, and Smart Health, are focused on the digital infrastructure development. Plus, to deploy digital technologies across all sectors, national mission mode programs and projects, the industry believes digital infrastructure will be critical to market growth. There is also a noticeable interest seen in ubiquitous connectivity (5G) by the industry leaders and is forecasted to be the second most impactful technology trend to drive India’s Geospatial market growth. A few of the 5G use cases that will strengthen the nation’s economic and social value are smart cities, smart transportation, smart grid, and smart agriculture. Further, with the Indian government rolling out 5G, the application of geospatial data and its solutions is going to become convenient for stakeholders facing network challenges.
- Emerging technologies such as AI, ML and its integration with business intelligence platforms, and engineering workflows, along with aerial mapping techniques such as Drone/UAV, are going to play a significant role in driving growth in the Indian geospatial market. The industry players believes that these technologies are expected to bring in a connected technology era and change how people communicate and operate.

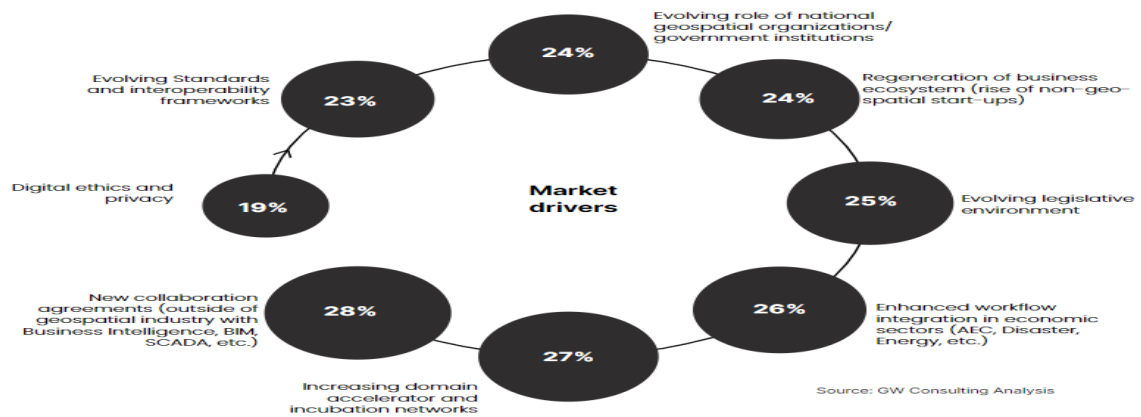
**Technology trends for the growth of Indian geospatial industry**



**Market Drivers**

- As per GW Consulting’s analysis, one of the core market drivers for the Indian geospatial industry is going to be new partnership and collaborations agreements. Post the Guidelines for Geospatial Data, the Indian geospatial ecosystem has seen significant partnership and collaborations which has enhanced technology integration and understanding in the country. More such partnerships are expected over the course of next few years to grow the Indian geospatial industry.
- Enhanced workflow integration in economic sectors is forecasted to be the third most important market driver. Today, geospatial technologies is integrated across most economic sectors. The government mandates, and the push to integrate geospatial technology as part of workflow operations is forecasted to enhance and drive the geospatial market growth in the country. For instance, the Ministry of Road, Transport and Highways (MoRTH), has mandated the use of LiDAR, and Drones/UAVs in national highway projects. This and many other such integrations are expected to drive the Indian geospatial market.

**Market drivers influencing the Indian geospatial industry**



**Business Model Transformation**

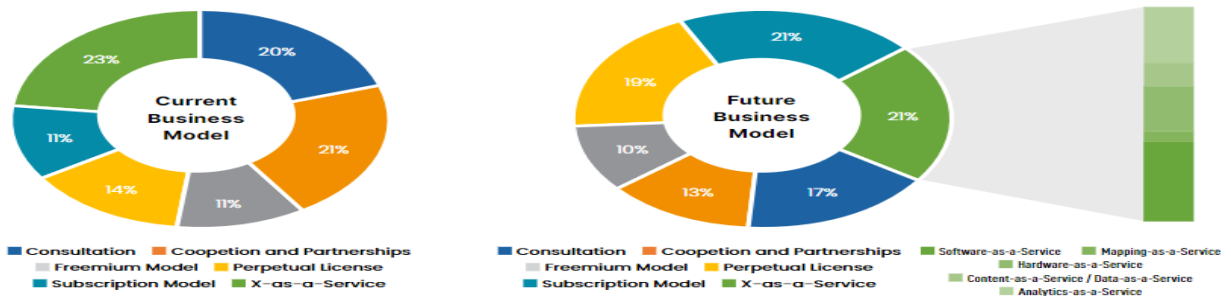
Today, the Indian geospatial sector needs a business model that connects technology innovation with user needs a business model that connects technology innovation with user needs and supports the industry’s overall growth.

**GIS and Spatial Analytics**

The GIS and Spatial analytics focused businesses in India currently prefer to use X-as-a-Service as their business model and foresee the same as their preferred business model for future growth. The GIS and spatial analytics technologies-based organisations are better prepared for the evolution of their business along with the technology than other geospatial technology segments and realize the potential of transitioning from traditional business

models such as subscription/licencing to X-as-a-Service. Software-as-a-Service, followed by Analytics as a Service, was chosen as the preferred business model for future growth by many enterprises.

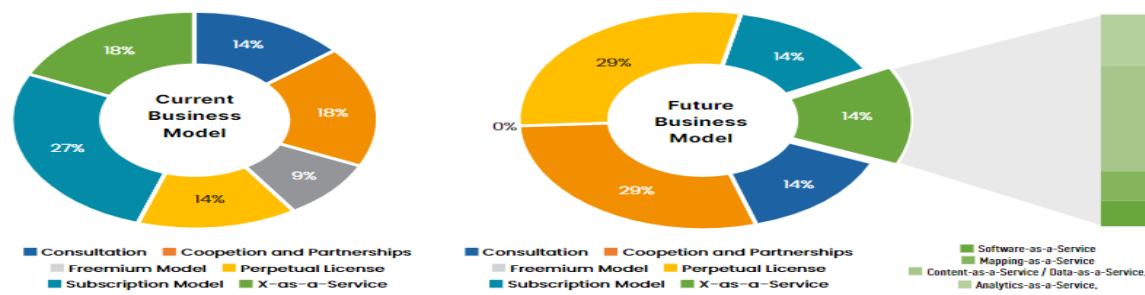
**Preferred Current and Future Business Model within the Indian GIS and Spatial Analytics Technology Segment**



Source: GW Consulting Analysis

### Earth Observation

**Preferred Current and Future Business Model Within the Indian Earth Observation Technology Segment**



Source: GW Consulting Analysis

As per the GW Consulting's survey analysis, the earth observation-based businesses in India are currently using subscription business model but doesn't see it as their future choice for business growth. The companies in this segments prefer cooperation and partnership as their future business model for organic business growth.

## OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 17 for a discussion of the risks and uncertainties in relation to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read chapter titled “Risk Factors” on page 20, for a discussion of certain factors that may affect our business, financial condition, or results of operations.

Our financial year ends on March 31 of each year, and references to a particular Financial Year is to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is derived from our Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results included in this Letter of Offer. For further information, please see the chapter titled “Financial Statements” on page 80.

In this chapter, unless the context otherwise requires, a reference to “our Company” is a reference to Scanpoint Geomatics Limited on a standalone basis, while any reference to “we”, “us”, “our” or “Group” is a reference to Scanpoint Geomatics Limited on a consolidated basis.

### Overview

Our Company is a geospatial technology company engaged in the business of developing a technology platform and solution in the field of Geographic Information System (GIS) and remote sensing. Our flagship technology IGiS is an indigenous software platform developed by us pursuant to contractual technical know-how arrangement of our Company with Indian Space Research Organisation (ISRO).

IGiS is a unique technology which brings GIS, Image Processing, Photogrammetry, and 3D GIS together on a single platform. We help solve complex geospatial data management to assist in meaningful, quick, effective, and efficient decision making. Our integrated technology platform and solutions enables us to provide comprehensive geomatics solutions to our clients. Backed on the domain knowledge and know-how provided by ISRO, we continue to innovate and enhance our products and solutions in line with technological trends and market needs.

Our Company has developed verticalized product and solution based on IGiS for segments which include agriculture, defense, land information, smart cities, urban planning, utilities, retail, and location-based services and caters to the specific business need of such respective segments using integrated GIS and remote sensing technology. Our Company also provides end to end turn-key solutions in the area of enterprise GIS implementation which includes GIS platform, customized web and Mobile GIS application, implementation services, data modeling, training and capacity building and post implementation O & M services.

Our Company is an ISO 9001:2015 certified company for providing geomatics solutions in the area of GIS, IP, CAD, LBS and surveys and our information security management system is ISO 27001:2013 certified. Our products and processes are compliant of OGC and CMMi3 quality and capability maturity standards.

### Financial performance

Our financial performance is as under:

(in ₹ lakhs)

Particulars	Nine months ended on December 31,2023	Nine months ended on December 31,2022	FY 2022-23	FY 2021-22
Revenue from operation	1,024.65	1,079.57	1,700.32	3,302.74
EBITDA	261.64	264.00	394.39	534.23
Profit after tax (before OCI)	49.02	44.43	57.96	195.65

## **Our strengths**

### ***Product development partnership with ISRO***

We believe that our product development partnership with ISRO is one which helps us continuously bring in modern technology advancement into product development to ensure that our technology platform IGiS is always ahead of the curve. ISRO's deep domain understanding helps us develop product and solution which are precisely aligned to business need of end users. ISRO brings in scientific knowhow and domain specific complex algorithms to develop solution which are more aligned at solving real life problems using geospatial technology. ISRO's mandate of using space technology for larger societal good also reflects in our product evolution so far and in product roadmap going forward.

### ***PAN India coverage through direct and indirect sales channel***

Our software and platform used in our products and services are complex and covers a wide area of application. In order to generate business by actively engaging with potential customers through product presentations and making them aware of product applications, we have a direct sales team covering Kolkata, Guwahati, New Delhi, Dehradun, Mumbai, Pune, Nagpur, Chennai, Hyderabad, Bengaluru cities across India. Our wide presence is aimed to convert potential customers early into the strength and utility of indigenous technology which can help them achieve intended outcomes for all their major initiatives.

### ***Government motto of Atmanirbhar Bharat aiding and amplifying the use of indigenous products and services***

The technology used in our products and services is developed in India and we believe that the same provides us a strategic advantage and shall propel our marketing efforts in the intended direction of "Atmanirbhar Bharat". With a majority of our nearest competitions being overseas entities and brands, we expect our indigenously developed technology backed by the expertise and know-how of ISRO would be significant growth driver for our future business.

## **Our key strategies**

### ***Domain led approach towards customer acquisition and revenue generation in specific verticals***

We will continue to pursue our customer-focused solution-driven approach which we believe, is our key differentiator from our competitors. Effective technology deployment to meet the real business needs is the major challenge faced by several businesses. Our Company's domain led approach backed by ISRO's deep domain know how has enabled us to expand and customized our technology in line with need of respective segments like agriculture, defense, land information, smart cities, urban planning, utilities, retail and location-based services, and caters to the specific business need of such respective segments using integrated GIS and remote sensing technology and offer it to our customer as a customized solution. We believe this approach shall enable us to accelerate the adoption of our technology platform and solutions. Our ability to replicate such solutions across several customers within a segment may contribute to our competitiveness and result in improvement in business and financial metrics. Our recent successes in segments including smart city, urban development, land records, SDI/SDR, infrastructure and defence validates our strategy and provides us the vision and necessary direction.

### ***Expansion in product portfolio to address end to end value chain in the Geospatial software technology domain***

Our Company has always focused on product enhancement and portfolio expansion to optimize the usage of technological advancement. Product innovation and enhancement are one of our core strategies around which we plan our medium to long term strategic initiatives. Our Company has taken a two-pronged approach by investing in the required human capital in core product development and strengthening our interaction with ISRO's team to acquire know how to accelerate the pace of advancement. Our technology platform has been our key differentiator in the market.

### ***Digital marketing and online sales for product license revenue***

With increased digitalization across all the spheres of business, digital marketing is one of the key Go To Market (GTM) strategy to proliferate engagement and lead generation not only domestically but also in international markets. We have strategically aligned our digital marketing strategy to develop a sales channel to increase our product sales while minimizing costs per sale. Targeted marketing campaigns for specific geographies as well as

for specific solutions and domains has been helping us to reach right customers and partners within country and beyond. With strong focus on leveraging listing on Government e-Market place (GeM), we continue to improve our traction and revenue conversion in online space.

### ***Attract young talent for sustained inflow for product development***

For any technology product company, highly motivated human capital brimming with innovative ideas is the key for innovation, long terms success and sustainability. A right mix of experienced talent and dynamic young talent are important for any IT organization to keep up the growth momentum with optimized budgets. Hence “Catch them Young”, groom and provide a growth path to such talent are our long-term strategic initiative.

### **Our Products**

Our flagship product IGiS (Integrated GIS and Image Processing Software) is an end-to-end geospatial software technology product. It has many sub-products to meet the different functional as well as deployment needs of customers. Various sub-products of IGiS also come with different advance extension which allows customer to pick and choose the product based on their needs. A brief description of the various ranges of products is as under:

#### **1. IGiS Desktop – GIS & IP Desktop:**

IGiS Desktop is unique product which combines GIS and Image Processing capability into one along with advance Geoprocessing and analytics tools. It is a next-generation cartographic and visualization tools for conceptualization, production, dissemination, and analysis of 2D and 3D maps.

IGiS desktop has various extensions like Network Analyst, Tracking Analyst, 3D Analyst, Neural Network Analyst, Hyperspectral Analyst, Terrain Analyst, Raster GIS Analyst, Hydrology Analyst and MET GIS Analyst. These extensions address the specific need or advance analytics for different domains.

#### **2. IGiS – GIS & IP Enterprise Suite:**

IGiS Enterprise is a powerful geospatial suite with feature-rich tools to assist our clients to create, analyze, manage and securely share geospatial data over the internet and intranet. Key components of IGiS Enterprise suite include Desktop, Server, Publisher, Web, Mobile, Widget, and SDK along with OGC Services to provide end to end enterprise geospatial solutions.

#### **3. IGiS – Photogrammetry Suite:**

IGiS – Photogrammetry Suite is designed for processing stereo imagery captured from various satellites, aircraft and drones with and without camera information. A simple automated workflow, highly accurate survey-grade outputs and high-speed parallel processing makes the IGiS Photogrammetry Suite unique.

#### **4. IGiS – 3D Pruthvi:**

IGiS Pruthvi is an end-to-end 3D GIS platform for creating, processing, viewing and analyzing 3D geospatial data. It's 64-bit multithreading architecture enables users to handle massive (Global Scale) data efficiently. It has an inbuilt SDK and rich APIs for easy customization and development of 3D GIS applications.

#### **5. IGiS – QPAD**

IGiS- QPAD is an integrated solution for field survey, data updation and ground truthing. It provides mobile application, survey form builder application and web portal. Survey form builder allows user to create its own customized survey forms while web portal provides feature rich and intuitive web interface and dash boards for project leaders to plan and monitor surveyor's activity along with QA/QC of captured data and it's publishing over web using OGC services.

#### **6. IGiS – MDMS:**

IGiS – MDMS (Metadata Management System) to store, manage, publish, register and securely distribute geospatial data collation. IGiS – MDMS is mainly used by organizations seeking to share their data with other geospatial users.

## **End users of Company's Products & Services:**

Our Company's products, solutions and services cater to different users such as government departments, and institutes, public and private sector enterprises, Education, and research institutes. Our users are from different industries which include agriculture, Defense, Land Information, Smart City, Urban Planning, geology and mining, Utilities, retail, and Location Based Services among others.

## **Process**

The Company undertakes following processes, procedures, and methodology for software development:

### **1. Pre-Project Initiation Activities**

Pre-project initiation activities start based on creation of product road (or project award in case of project specific execution). Product roadmap is created based on compilation of various input which will be divided into multiple minor and major release plan. This is further divided into the tasks and work breakdown for each task. Product road is devised based on:

- Customer needs, business viability and market trends
- Input from Internal domain experts
- Input from sales and Marketing team
- Technology trends and technology upgrades/enhancements
- Alignment with long terms product vision

### **2. Project Planning**

#### **2.1 Functional and Domain R&D process**

In the initial stages of product development, the functional and domain R&D Process plays a pivotal role. This phase involves a comprehensive exploration of domain-specific requirements, encompassing objective/use cases, algorithm/conditions, input parameters, expected outcomes, and performance benchmarks. The objective here is to define a clear path for development while considering various data types, sizes, and permutations that the proposed functionality must handle.

#### **2.2 Requirement Management Process**

In the Requirement Management Process, the focus shifts to defining the requirements for the project based on the insights gained from the R&D phase. This process includes preparing a detailed Software Requirement Specification (SRS) to fulfill the previously outlined objectives.

### **3. Design Process**

The Design Process serves as the blueprint for product development. It involves translating gathered requirements into actionable design plans, meeting the objectives set in the Requirement Management Process.

### **4. Coding Process**

With the design in hand, the Coding Process takes over. Developers write the actual code for each module or component, adhering to coding guidelines and standards, which are essential to meet the objectives of creating reliable and maintainable code.

### **5. Testing Process**

Quality assurance is paramount in the Testing Process. Comprehensive test plans are developed to validate functional, interface, and non-functional requirements, aligning with the objectives set in the Requirement Management Process.

SGL uses different testing tools like J-Meter, Post-man, Selenium+Java for Web Application and Appium+Java for Mobile application. It also uses ZAP for security testing of final products.



## 6. Software Release / Deployment

The final product along with the release notes and all required documents are part of the software release. It covers the installation guide, user manual and developer's manual. Training plan and deployment report are also part of this phase wherever applicable. Necessary review and verification are conducted to ensue final deliverables.

## 7. Project Closure

A report which covers the key information, project statistics, matrices other details based on the retrospective. The outcome of these reports is key success, challenges, risk mitigation scenario and improvement /revision of different software matrices.

## Other Key Resources

### *Human Resources*

The following table provides information about our employees, as on January 31, 2024:

<b>Department</b>	<b>Employee Count</b>
Business Development & Marketing	22
GIS solutions – Pre-sales	19
Project Delivery & Operations	32
Core Product Development & QA	62
HR & Administration	7
IT Systems	2
Finance & Accounts	5
Legal	1
Corporate Affairs	1
<b>Total</b>	<b>151</b>

## Intellectual Property

We own 10 (ten) trademarks as on the date of this Letter of Offer, out of which 2 (two) are unregistered. The registered trademarks are valid for a period of 10 years from the date of application or renewal. For further details, see “*Risk Factors – Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us*” on page 24 of this Letter of Offer.

## Location of Our Business

### Registered office

Our Registered Office is located at D-1002-1021, 10<sup>th</sup> Floor, Swati Clover Shilaj Circle, S.P. Ring Road, Shilaj, Daskroi, Ahmedabad – 380059. The registered office is taken on lease for a period of 11 (Eleven) months commencing from the June 1, 2023, by our Company *vide* agreement dated June 28, 2023.

### Insurance

As on date of this Letter of Offer, our Company does not maintain any insurance policies for its key assets. For further details, please refer to risk factor no. 8 “*Our Company has not availed any insurance coverage against potential losses arising from loss of assets or other risks associated with the business of our Company*” in the chapter titled ‘*Risk Factors*’ on page 22 of this Letter of Offer.

### Competition

Our Company operates across the spectrum of Geospatial domain covering GIS and remote sensing software, solution and turnkey projects. Our primary competitors are multinational companies. Our Company differentiates as an Indian entity which has developed GIS technology platform and software solutions with the help of ISRO's domain knowledge and expertise.

## **Sales and marketing**

Our sales and marketing strategy is focused on new customer acquisition as well as cross sell and upsell techniques in existing customers and creating repeat and referral business based on our existing credentials. Our partnership with ISRO and our “*Make in India*” credential is a critical aspect for our positioning as well as to gain the trust of our existing and potential customers towards our technology, products, and solutions.

For our sales and marketing, we have a multi-pronged approach to address our target segment. We have direct sales team present in Kolkata, Guwahati, New Delhi, Dehradun, Mumbai, Pune, Nagpur, Chennai, Hyderabad, Bengaluru cities across India. Our direct sales efforts are targeted at key customers who are strategic in nature and key to our long-term prospects. We also have a dedicated channel management team which focuses on sales generation through different categories of partners like Large Master System Integrators/System Integrators, Reselling Partners, Solution Partners, GIS Service Partners etc. Our Company’s Marketing strategy focuses on various approaches including digital marketing (including social media marketing,) targeted marketing (E-mailers, workshops, bulk messaging etc.) and niche marketing (PR, events) for generation of leads, and building positive brand perception. In addition to this IGiS range of products are also listed on GeM (Government e-Marketplace) for various government customers to procure it directly.

## OUR MANAGEMENT AND ORGANISATION STRUCTURE

### Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) and not more than 15 (Fifteen) Directors on our Board.

Currently, our Company has 7 (Seven) Directors on our Board, comprising of 1 (One) Executive Director, 2 (Two) Non-Executive Directors and 4 (Four) Independent Directors including 1 (One) woman Director. The composition of the Board of Directors is governed by the provisions of the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India, the Companies Act, 2013 and the rules framed thereunder.

The following table sets forth certain details regarding the Board of Directors as on date of this Letter of Offer:

Sr. No.	Name, DIN, Date of Birth, Designation, Address, Occupation, Term, Period of Directorship and Nationality	Age (years)	Other Directorships
1.	<p><b>Kantilal Vrajlal Ladani</b></p> <p><b>Address:</b> C/4/14, Sagar Apartment, Near Shyamal Cross Road, Satellite, Ambawadi Vistar, Ahmedabad - 380015, Gujarat, India</p> <p><b>Designation:</b> Whole time Director</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 00016171</p> <p><b>Period of Directorship:</b> Since November 14, 2022</p> <p><b>Current Term:</b> For a period of 3 (three) years from November 14, 2022 to November 13, 2025</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of Birth:</b> July 18, 1967</p>	56	<ol style="list-style-type: none"> <li>1. Scan Press Limited</li> <li>2. Imperial Farmers Producer Company Limited</li> <li>3. Beta Resources Private Limited</li> <li>4. Jyacad Solutions Private Limited</li> </ol>
2.	<p><b>Jay Harshadkumar Chotalia</b></p> <p><b>Address:</b> Shiv - Hari 2-Kirti Nagar - Society, Kalawad Road, Rajkot - 360005, Gujarat, India.</p> <p><b>Designation:</b> Non-Executive – Non Independent Director</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 02084946</p> <p><b>Period of Directorship:</b> Since March 30, 2022</p> <p><b>Current Term:</b> Liable to retire by rotation</p> <p><b>Nationality:</b> Indian</p>	47	<ol style="list-style-type: none"> <li>1. Jyacad Solutions Private Limited</li> <li>2. Prop Corporate Mentors Private Limited</li> <li>3. Eques Capital Management Private Limited</li> <li>4. Covrize IT Solutions Private Limited</li> <li>5. Turnrest Resources Private Limited</li> </ol>

Sr. No.	Name, DIN, Date of Birth, Designation, Address, Occupation, Term, Period of Directorship and Nationality	Age (years)	Other Directorships
<b>Date of Birth:</b> January 20, 1977			
3.	<b>Mitesh Kiritikumar Sanghvi</b>  <b>Address:</b> B-703/704, Shalibhadra Apartment, Pancheshwar Tower, Jamnagar – 361001, Gujarat, India.  <b>Designation:</b> Non-Executive – Non Independent Director  <b>Occupation:</b> Professional  <b>DIN:</b> 07403394  <b>Period of Directorship:</b> Since September 9, 2016  <b>Current Term:</b> Liable to retire by rotation  <b>Nationality:</b> Indian	45	1. Prop Corporate Mentors Private Limited 2. Turnrest Resources Private Limited 3. Eques Capital Management Private Limited
<b>Date of Birth:</b> May 17, 1978			
4.	<b>Dinesh Jamnadas Shah</b>  <b>Address:</b> 6, Raj-milan, P.M. Road, Behind B.M.C. Building, Ville Parle (East), Mumbai – 400057, Maharashtra, India.  <b>Designation:</b> Non-Executive – Independent Director  <b>Occupation:</b> Professional  <b>DIN:</b> 02377709  <b>Period of Directorship:</b> Since August 13, 1994  <b>Current Term:</b> For a period of 5 years from September 30, 2020 till September 29, 2025  <b>Nationality:</b> Indian	70	1. Nivaka Fashions Limited
<b>Date of Birth:</b> February 8, 1954			
5.	<b>Kalpesh Prabhudasbhai Rachhh</b>  <b>Address:</b> Palm City A-Wing, Flat-A-404, Floor-4, S V Road, Patidar Chowk, Opp. Vidyaniketan School, Rajkot – 360007, Gujarat, India.  <b>Designation:</b> Non-Executive – Independent Director  <b>Occupation:</b> Professional  <b>DIN:</b> 03363315	47	No other directorship

Sr. No.	Name, DIN, Date of Birth, Designation, Address, Occupation, Term, Period of Directorship and Nationality	Age (years)	Other Directorships
	<p><b>Period of Directorship:</b> Since May 3, 2019</p> <p><b>Current Term:</b> For a period of 5 years from May 3, 2019 till May 2, 2024</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of Birth:</b> June 28, 1976</p>		
6.	<p><b>Suresh Shankarbhai Tejwani</b></p> <p><b>Address:</b> 5-B Sarvoday Society, Behind Janta Society, Jamnagar – 361006, Gujarat, India.</p> <p><b>Designation:</b> Non-Executive – Independent Director</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 08437794</p> <p><b>Period of Directorship:</b> Since May 3, 2019</p> <p><b>Current Term:</b> For a period of 5 years from May 3, 2019 till May 2, 2024</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of Birth:</b> December 4, 1981</p>	42	No other directorship
7.	<p><b>Aarti Panigrahi</b></p> <p><b>Address:</b> F1, 201 Madhuban Apartment, Brindavan Extension, Metagalli, Mysore – 570020, Karnataka, India.</p> <p><b>Designation:</b> Non-Executive – Independent Director</p> <p><b>Occupation:</b> Service</p> <p><b>DIN:</b> 09612211</p> <p><b>Period of Directorship:</b> Since May 24, 2022</p> <p><b>Current Term:</b> For a period of 2 years from May 24, 2022 till May 23, 2024</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of Birth:</b> November 7, 1978</p>	45	No other directorship

### **Details of directorship in companies suspended or delisted**

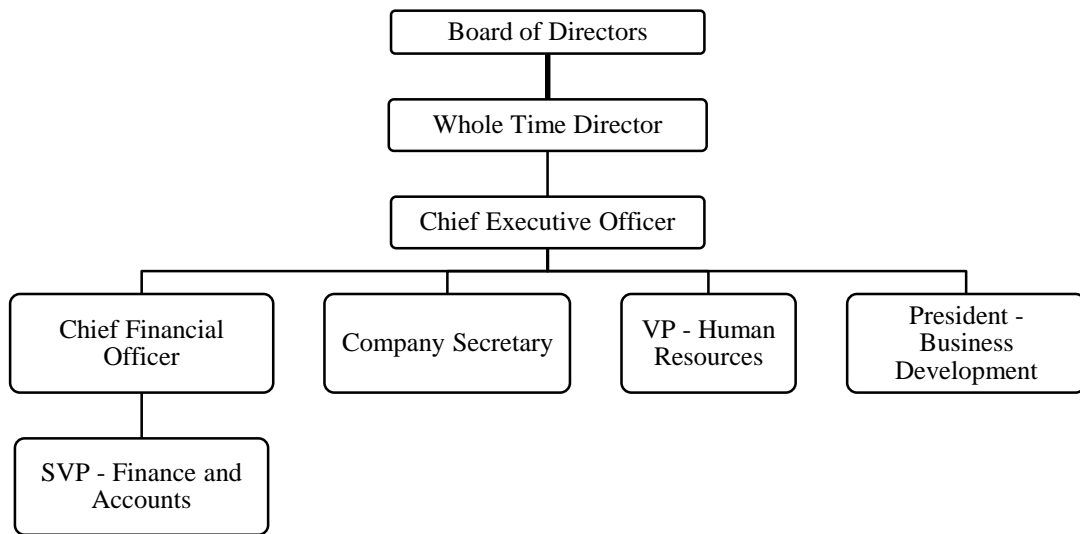
None of our Directors is or was a director of any listed company during the last five years preceding the date of filing of this Letter of Offer, whose shares have been or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

Except for Dinesh Jamnadas Shah and Mr. Kantilal Vrajlal Ladani, none of our Directors is or was, in the past ten years immediately preceding the date of filing of this Letter of Offer, a director of any listed company which has been or was delisted from any stock exchanges in India during the term of their directorship in such company. With regard to our Company, it is to be noted that we had voluntarily approached the Ahmedabad Stock Exchange Limited (“ASE”) to delist our Equity Shares from trading on the ASE due to no trading activity on the ASE. These Equity Shares were removed from the list of listed securities of ASE with effect from December 9, 2015. Our Company has not approached the ASE for relisting of the Equity Shares since then. Further, the shares of our Company were also listed on the Saurashtra Kutch Stock Exchange Limited (“SKSEL”). However, SKSEL was derecognized by the SEBI vide its order dated July 5, 2007, and subsequently ceased to operate as a stock exchange in furtherance of the order dated April 5, 2013 issued by the SEBI mandating it to exit as a stock exchange.

### **Our Key Managerial Personnel and Senior Management Personnel**

<b>Sr. No.</b>	<b>Name of person</b>	<b>Designation</b>	<b>Associated with Company Since</b>
1.	Kantilal Vrajlal Ladani	Whole time Director	November 14, 2022
2.	Darshil Manojkumar Shah	Chief Financial Officer	November 14, 2022
3.	Deven Laheru	Chief Executive Officer	May 24, 2022
4.	Komal Peshwani	Company Secretary and Compliance Officer	January 31, 2024

## Organizational Structure



## SECTION VI – FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

<b>Sr.No.</b>	<b>Particulars</b>	<b>Page No</b>
1	Unaudited Consolidated Financial Results for the nine months period ended December 31, 2023 including reports thereon.	F-1 to F-3
2	Audited Consolidated Financial Statements for the financial year ended March 31, 2023 including reports thereon.	F-4 to F-52



**Limited Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to,  
The Board of Directors,  
SCANPOINT GEOMATICS LIMIED,**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **SCANPOINT GEOMATICS LIMITED** (the "Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and nine month ended December 31, 2023 and for the period from October 01, 2023 to December 31, 2023 (the "Statement"), being submitted by the Parent Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This statement, which is the responsibility of Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, 2015, as amended, to the extent applicable.

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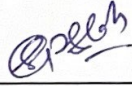
E-mail : amd@sparksca.com  
casparksc@gmail.com  
Web. : sparksca.com



4. The Statement includes the results of the following entity:  
**Subsidiary: Jyacad Solutions Private Limited**
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The consolidated unaudited financial results includes the interim financial results of the subsidiary, whose interim financial results reflect total revenue of Rs. NIL and Rs. 0.09 lacs net loss for the quarter ended December 31, 2023, total revenue of Rs. NIL and Rs. 0.12 lacs net loss for the period from April 01, 2023 to December 31, 2023, as considered in the consolidated unaudited financial results of the Group. According to the information and explanations given to us by the management, these interim financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of above matter.

For, SPARKS & Co.  
Chartered Accountants (FR No. 101458W)

  
**CA Snehal R. Shah**  
Partner (M. No. 113347)  
UDIN: 24113347BKGFGMG324



Date: 12.02.2024  
Place: Ahmedabad

**Scanpoint Geomatics Limited**

**Unaudited Financial Results (Consolidated) for the quarter and nine months ended December 31, 2023**

(Rs. in Lakhs)


Sr. No.	Particulars	Quarter Ended			Nine Month Ended		Year ended
		31-12-23	30-09-23	31-12-22	31-12-23	31-12-22	31-03-23
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I.	Revenue from Operations	333.75	347.48	385.05	1024.65	1079.57	1,700.32
II.	Other Income	13.51	13.95	7.85	39.41	29.36	41.13
III.	<b>Total Income (I + II)</b>	<b>347.27</b>	<b>361.43</b>	<b>392.90</b>	<b>1,064.06</b>	<b>1,108.93</b>	<b>1,741.45</b>
IV.	<b>Expenses:</b>						
	Cost of Materials Consumed	-	-	-	-	-	50.07
	Purchases of Stock-in-Trade	-	-	-	-	-	-
	Changes in inventories of finished goods work-in-progress and	-	-	-	-	-	-
	Employee benefits expense	90.20	117.52	124.24	327.36	452.12	644.54
	Travel expense	10.90	15.54	27.52	41.42	81.34	105.09
	Finance costs	35.17	42.62	39.46	112.58	117.92	170.26
	Depreciation and amortisation expense	31.24	31.24	30.63	93.71	91.05	121.56
	Other expenses	159.27	136.71	151.73	433.64	311.47	547.37
	<b>Total expenses (IV)</b>	<b>326.78</b>	<b>343.64</b>	<b>373.58</b>	<b>1,008.71</b>	<b>1,053.90</b>	<b>1,638.89</b>
V.	<b>Profit before Exceptional Items and tax (III - IV)</b>	<b>20.49</b>	<b>17.79</b>	<b>19.32</b>	<b>55.35</b>	<b>55.03</b>	<b>102.56</b>
VI.	Exceptional Items	-	-	-	-	-	-
VII.	<b>Profit before Tax (V-VI)</b>	<b>20.49</b>	<b>17.79</b>	<b>19.32</b>	<b>55.35</b>	<b>55.03</b>	<b>102.56</b>
VIII.	<b>Tax expense:</b>						
	(1) Current tax	8.78	10.21	7.28	26.82	19.67	37.19
	(2) Deferred tax	(3.46)	(3.47)	(1.80)	(20.49)	(9.07)	(0.56)
	(3) MAT Credit Entitlement	-	-	-	-	-	7.98
IX.	<b>Profit for the period (VII-VIII)</b>	<b>15.16</b>	<b>11.05</b>	<b>13.84</b>	<b>49.02</b>	<b>44.43</b>	<b>57.96</b>
	<b>Profit for the period attributable to:</b>						
	Owner of the company	15.15	11.04	13.83	48.97	44.38	57.90
	Non-Controlling Interest	0.02	0.01	0.01	0.05	0.05	0.06
X.	<b>Other Comprehensive Income/(Expense) (Net of Tax)</b>						
	Items that will not be reclassified to profit or loss	-	-	-	-	-	-
	Remeasurment of the net defined benefit liability/asset net	-	-	-	-	-	1.44
	Fair Value changes on investment, Net	-	-	-	-	-	13.23
	Item that will be reclassified subsequently to profit and loss	-	-	-	-	-	-
	<b>Total Other Comprehensive Income, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14.67</b>
XI.	<b>Total Comprehensive Income / (Expenses) (after Tax) (IX+X)</b>	<b>15.16</b>	<b>11.05</b>	<b>13.84</b>	<b>49.02</b>	<b>44.43</b>	<b>72.63</b>
	<b>Profit for the period attributable to:</b>						
	Owner of the company	15.15	11.04	13.83	48.97	44.38	57.90
	Non-Controlling Interest	0.02	0.01	0.01	0.05	0.05	0.06
XII.	<b>Paid up Equity Share Capital (Face value of Rs. 2/- per share)</b>	<b>1,386.14</b>	<b>1,386.14</b>	<b>1,386.94</b>	<b>1,386.14</b>	<b>1,386.94</b>	<b>1,386.14</b>
XIII.	<b>Earnings per equity share:</b>						
	(1) Basic	0.02	0.02	0.02	0.07	0.06	0.08
	(2) Diluted	0.02	0.02	0.02	0.07	0.06	0.08

**NOTES:**

1	The above results were reviewed by Audit Committee and approved & taken on record by the Board of Directors at their meeting held on February 12, 2024
2	In accordance with Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Statutory Auditors of the Company have carried out Limited Review of the above results.
3	The Company operates in a single segment.
4	The figures for the previous period have been regrouped / rearranged wherever necessary, to make them comparable with those of the current period.
5	The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its valuation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published

Place: Ahmedabad  
Date: February 12, 2024

For Scanpoint Geomatics Limited

  
**Kanti V. Ladani**  
 Director  
 DIN: 00016171

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF SCANPOINT GEOMATICS LIMITED Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **SCANPOINT GEOMATICS LIMITED** (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated statement of Profit and Loss, (including Other Comprehensive Income) and the consolidated cash flows Statement and the Consolidated Statement of Changes in Equity, for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

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### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined depending upon the facts and circumstances of the Group and the audit, that there are no key audit matters to communicate in the Auditors Report.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

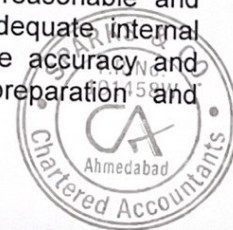
Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Managements Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with Ind AS and other accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

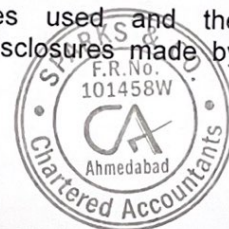
The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and subsidiary included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

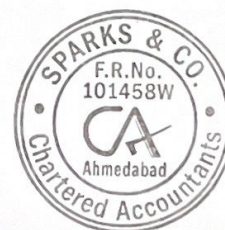
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit, 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements
  - (d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Holding and subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of that company.





- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group-Refer Note 29 to the consolidated financial statements.
  - ii. The Group and its subsidiary did not have any material foreseeable losses on long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company, incorporated in India.
  - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity



("Funding Pares"), with the understanding, whether recorded in wriing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of Companies Act, 2013.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. 1st April, 2023, to the Holding Company and its subsidiary company incorporated in India and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For, SPARKS & Co.**

Chartered Accountants (FR No. 101458W)



**CA Snehal R. Shah**  
Partner (M No.113347)



Place: Ahmedabad  
Date: 30.05.2023

**UDIN : 23113347BGQUVU8820**

## **ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)**

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

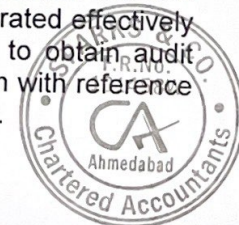
In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the **SCANPOINT GEOMATICS LIMITED** (Holding Company) and its subsidiary Company, which is a company incorporated in India, as of that date.

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

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company and its subsidiary Company, incorporated in India, internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls with reference to consolidated financial statements (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness.



Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

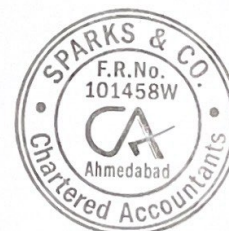
We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiary Company incorporated in India, internal financial controls system with reference to consolidated financial statements.

### **Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

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

### **Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

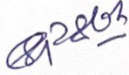
Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of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



## Opinion

In our opinion, the Holding Company and its subsidiary company, incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March, 2023, based on the internal controls with reference to consolidated financial statements criteria established by the Holding Company and its subsidiary Company, incorporated in India considering the essential components of internal controls stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For, **SPARKS & Co.**  
Chartered Accountants (FR No. 101458W)



**CA Snehal R. Shah**  
Partner (M No. 113347)



Place: Ahmedabad  
Date: 30.05.2023

UDIN : 23113347BGQUVU8820

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023**

PARTICULARS	Note No.	(Rs. In Lakhs)	
		As At March 31, 2023	As At March 31, 2022
<b>I. ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	237.16	203.50
Intangible asset under development	4	8,497.34	6,398.42
Other Intangible assets	4	232.66	288.03
Financial Assets			
Investments	5	195.70	178.99
Other non-current assets	8	603.20	603.20
<b>Total non-current assets</b>		<b>9,766.06</b>	<b>7,672.15</b>
<b>Current assets</b>			
Financial assets			
Trade receivables	9	1,369.46	1,521.12
Cash and cash equivalents	10	33.80	11.31
Bank balance other than cash & cash equivalent	10	0.18	1.15
Loans	6	53.87	48.50
Other financial assets	7	4,773.30	4,760.03
Other current asset	8	121.33	226.22
<b>Total current assets</b>		<b>6,351.94</b>	<b>6,568.33</b>
<b>Total assets</b>		<b>16,118.00</b>	<b>14,240.48</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11	1,386.14	1,386.44
Other equity	12	7,110.91	7,037.29
Non Controlling Interest		(0.00)	(0.00)
<b>Equity attributable to the Equity holders of the parent</b>		<b>8,497.05</b>	<b>8,423.73</b>
<b>Liabilities</b>			
Non current liabilities			
Financial liabilities			
Borrowings	13	4,190.72	1,779.16
Provisions	14	79.29	65.51
<b>Total non-current liabilities</b>		<b>4,270.01</b>	<b>1,844.67</b>
Current liabilities			
Financial liabilities			
Borrowings	13	1,192.80	1,252.27
Trade Payables	15		
total outstanding dues of micro enterprises and small enterprises		75.17	365.00
total outstanding dues of creditors other than micro enterprises and small enterprises.			125.02
Other financial liabilities	16	1,930.62	2,117.60
Other current liabilities	17	99.59	58.66
Provisions	14	3.54	3.74
Deferred tax liabilities (net)	18	49.22	49.78
<b>Total current liabilities</b>		<b>3,350.94</b>	<b>3,972.08</b>
<b>Total equity and liabilities</b>		<b>16,118.00</b>	<b>14,240.48</b>

Significant accounting policies and notes to accounts 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

For, SPARKS & Co.

Chartered Accountants (FRN 101458W)

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

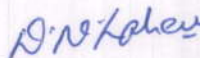



Snehal R. Shah  
(Partner)  
M. No: 113347  
Ahmedabad, 30th May, 2023



  
Kantil Ladani  
Wholtime Director  
DIN: 00016171

  
Mitesh Sanghvi  
Director  
DIN: 07403394

  
Deven Laheru  
Chief Executive Officer  
AAHPL6521C

  
Darshil Shah  
Chief Financial Officer  
BEFPS3689D

  
  
Dhaval Parekh  
Company Secretary  
BQNPP6663C

Ahmedabad, 30th May, 2023

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2023**

(Rs. In Lakhs)			
PARTICULARS	Notes	2022-2023	2021-2022
Revenue from operations	19	1,700.32	3,302.74
Other income	20	41.13	42.49
<b>Total income</b>		<b>1,741.45</b>	<b>3,345.22</b>
<b>Expenses</b>			
Cost of materials consumed	21	50.07	309.37
Employee benefits expense	22	644.54	791.61
Finance costs	23	170.26	165.42
Travel expenses	24	105.09	120.93
Depreciation and amortization expense	38&4	121.56	108.06
Other expense	24	547.37	1,589.09
<b>Total expenses</b>		<b>1,638.89</b>	<b>3,084.48</b>
<b>Profit before tax</b>		<b>102.56</b>	<b>260.75</b>
<b>Tax expenses:</b>			
Current tax	25	37.19	71.93
Deferred tax		(0.56)	(6.84)
Tax adjustment of previous year		7.98	-
<b>Total tax Expenses</b>		<b>44.61</b>	<b>65.10</b>
<b>Profit after tax</b>		<b>57.96</b>	<b>195.65</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined liability/asset		1.44	1.86
Equity instruments through other comprehensive income		13.23	7.41
Items that will be reclassified subsequently to profit or loss			
<b>Total comprehensive income for the year (net of tax)</b>		<b>14.67</b>	<b>9.27</b>
<b>Total comprehensive income for the year</b>		<b>72.63</b>	<b>204.92</b>
<b>Profit for the Year Attributable to:</b>			
Ownres of the Company		57.96	195.65
Non-controlling interest		(0.00)	(0.00)
		<b>57.96</b>	<b>195.65</b>
<b>Other Comprehensive Income for the Year Attributable to:</b>			
Ownres of the Company		14.67	9.27
Non-controlling interest		-	-
		<b>14.67</b>	<b>9.27</b>
<b>Total Comprehensive Income for the Year Attributable to:</b>			
Ownres of the Company		72.63	204.92
Non-controlling interest		(0.00)	(0.00)
		<b>72.63</b>	<b>204.92</b>
<b>Earning per equity share</b>			
Equity shares of par value Rs.2 each	30		
Basic (Rs.)		0.08	0.25
Diluted (Rs.)		0.08	0.25

significant accounting policies and notes to accounts 2


The accompanying notes forms an integral part of the standalone financial statements

As per our report of even date

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

For, SPARKS & Co.

Chartered Accountants (FRN 101458W)

  
Snehal R. Shah  
(Partner)


M. No: 113347

Ahmedabad, 30th May, 2023

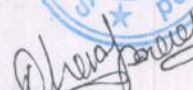


  
Kantilal Ladani  
Wholetime Director  
DIN: 00016171

  
Deven Laheru  
Chief Executive Officer  
AAHPL6521C

  
Darshil Shah  
Chief Financial Officer  
BEFPS3689D

  
Mitesh Sanghvi  
Director  
DIN: 07403394

  
Dhaval Parekh  
Company Secretary  
BQNPP6663C

Ahmedabad, 30th May, 2023

Consolidated Statements Of Changes in Equity

A. Equity Share Capital

(Rs. In Lakhs)				
Balance as at April 1, 2022	Change in equity share capital due to prior period errors	Restated Balance as at April 1, 2022	Change in equity share capital during the year	Balance as at March 31, 2023
1,386.44	-	1,386.44	(0.29)	1,386.14
Balance as at April 1, 2021	Change in equity share capital due to prior period errors	Restated Balance as at April 1, 2021	Change in equity share capital during the year	Balance as at March 31, 2022
988.39	-	988.39	398.05	1,386.44

F.Y.2022-23

B. OTHER EQUITY	Reserves and Surplus						Other Comprehensive Income		Total equity attributable to equity holders of the company	Non Controlling Interest	Total Equity
	Particulars	Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity instruments through other comprehensive income	Remeasurement of defined benefit plans				
								F.Y.2022-23			
<b>Balance as on April 1, 2022</b>	5,511.08	1,352.76	165.45	11.63	(5.55)	1.92	7,037.29	(0.0040)	7,037.29		
Changes in the equity for the year ended March 31, 2023											
Decrease in Securities Premium on account of Forfeited Shares	(4.19)	-	-	-	-	-	(4.19)	-	(4.19)		
Call in arrears	6.83	-	-	-	-	-	6.83	-	6.83		
Right Issue related expenses	(2.45)	-	-	-	-	-	(2.45)	-	(2.45)		
Equity instruments through other comprehensive income, net of tax effect	-	-	-	-	13.23	-	13.23	-	13.23		
Forfeited Shares Cancel	-	-	0.80	-	-	-	0.80	-	0.80		
Remeasurement of the net defined benefit liability, net of tax effect	-	-	-	-	-	1.44	1.44	-	1.44		
Profit for the year	-	57.96	-	-	-	-	57.96	(0.00)	57.96		
<b>Balance as on March 31, 2023</b>	<b>5,511.28</b>	<b>1,410.71</b>	<b>166.25</b>	<b>11.63</b>	<b>7.68</b>	<b>3.36</b>	<b>7,110.91</b>	<b>(0.00)</b>	<b>7,110.91</b>		



B. OTHER EQUITY	Reserves and Surplus				Other Comprehensive Income		Total equity attributable to equity holders of the company	Non Controlling Interest	Total Equity
	Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity instruments through other comprehensive income	Remeasurement of defined benefit plans			
Balance as on April 1, 2021	3,459.23	1,157.31	165.45	11.63	(12.96)	0.06	4,780.71	(0.00)	4,780.71
Changes in the equity for the year ended March 31, 2022									
Increase in share capital/Securities Premium on account of Rights issue	2,096.59	-	-	-	-	-	2,096.59	-	2,096.59
Call in Arrears	(6.83)	-	-	-	-	-	(6.83)	-	-6.83
Right Issue related expenses	(37.90)	-	-	-	-	-	(37.90)	-	-37.90
Equity instruments through other comprehensive income, net of tax effect	-	-	-	-	7.41	-	7.41	-	7.41
Income Tax Diff FY 20-21	-	(0.20)	-	-	-	-	(0.20)	-	(0.20)
Remeasurement of the net defined benefit liability, net of tax effect	-	-	-	-	-	1.86	1.86	-	1.86
Profit for the year	-	195.65	-	-	-	-	195.65	(0.00)	195.65
Balance as on March 31, 2022	5,511.08	1,352.76	165.45	11.63	(5.55)	1.92	7,037.29	(0.00)	7,037.29

Description of nature and purpose of each reserve:

a) Capital Reserve

The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

b) Securities Premium

Securities premium reserve represents premium received on equity share issued, which can be utilised only in accordance with the provisions of the companies act 2013( the Act) for specified

c) Retained Earnings

This reserve represents undisputed accumulated earnings of the Company as on the balance sheet date.

d) General Reserve

General reserve is created from time to time by transferring profits from retain earning and can be utilised for purposes such as dividend pay out, bonus issued etc. and it is not an item of the other comprehensive income

e) Other Comprehensive Income (OCI)

OCI presents the cumulative gain and losses arising on the revaluation of equity instruments measured as Fair Value through other Comprehensive Income(FVTOCI), under an irrevocable options, net of amount reclassified to retained earnings when such assets are disposed off.

Significant accounting policies and notes to accounts (Refer Note No. 2

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

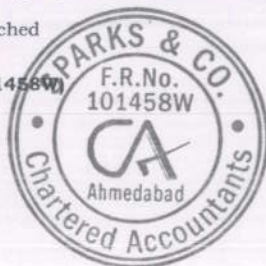
For , SPARKS & Co.

Chartered Accountants (FRN 101458W)

Snehal R. Shah

PARTNER

Membership No. 113347



*Kantilal Ladani*

Kantilal Ladani

Wholetime Director

DIN: 00016171

*Darshil Shah*  
Darshil Shah  
Chief Financial  
Officer

BEFPS3689D

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

*Mitesh Sanghvi*

Director

DIN: 07403394

*Diyaal Baruch*  
Diyaal Baruch  
Company  
Secretary

BQNPP6663C

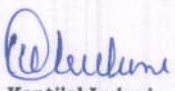
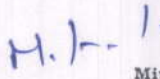
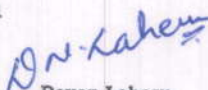
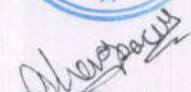
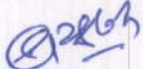
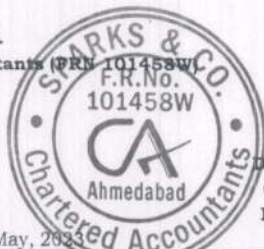

*Deven Laheru*  
Deven Laheru  
Chief Executive  
Officer

AAHPL6521C



Ahmedabad, 30th May, 2023

Ahmedabad, 30th May, 2023

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2023		
(Rs. In Lakhs)		
PARTICULARS	As at March 31,2023	As at March 31,2022
<b>A. Cash flow from operating activities</b>		
Net Profit/(Loss) before Tax	102.56	260.75
<b>Adjustments for:</b>		
<b>Add:</b>		
Depreciation	121.56	108.06
Interest Paid	170.26	165.42
<b>Less:</b>		
Interest Received	33.59	29.40
<b>Operating Profit/(Loss) before working capital changes</b>	<b>360.79</b>	<b>504.83</b>
<b>Adjustments for:</b>		
Trade receivable	151.66	(134.46)
Loans	(5.38)	(14.72)
Other financial assets	(13.27)	(891.26)
Other current Assets	92.95	(13.70)
Provisions	15.50	21.26
Trade payables	(414.85)	49.88
Other financial liabilities	(224.17)	342.62
Other current liabilities	40.93	(52.56)
<b>Cash generated from operation</b>	<b>4.16</b>	<b>(188.11)</b>
<b>Income tax Paid</b>		
<b>Net cash generated by operating activities</b>	<b>4.16</b>	<b>(188.11)</b>
<b>B. Cash flow from Investing Activities</b>		
Intangible asset under development	(2,098.91)	(1,740.82)
Acquisition of property, plant and equipment	(99.85)	(90.09)
Interest Recieved	33.59	29.40
<b>Net Cash used in investing activities</b>	<b>(2,165.17)</b>	<b>(1,801.50)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of share capital (incl.securities premium)	0.71	2,449.90
Borrowing	2,352.09	(299.76)
<b>Less:</b>		
Interest paid	170.26	165.42
<b>Net cash used in financing activities</b>	<b>2,182.54</b>	<b>1,984.72</b>
<b>Net increase in cash and cash equivalents</b>	<b>21.52</b>	<b>(4.89)</b>
<b>Cash and cash equivalent as at beginning of year</b>	<b>12.46</b>	<b>17.35</b>
<b>Cash and cash equivalent as at end of year</b>	<b>33.98</b>	<b>12.46</b>
<b>Components of cash and cash equivalents</b>	<b>As at March 31,2023</b>	<b>As at March 31,2022</b>
<b>Balance with banks</b>		
In current accounts	0.18	1.15
Cash on hand	33.80	11.31
	<b>33.98</b>	<b>12.46</b>
<b>NOTES</b>		
Previous year's figure has been regrouped/rearranged wherever necessary to confirm to current year's classification.		
As per our attached report of even date		For and on behalf of the Board of Directors of Scanpoint Geomatics Limited
	 <b>Kantilal Ladani</b> Wholtime Director DIN: 00016171	 <b>Mitesh Sanghvi</b> Director DIN: 07403394
	 <b>Deven Laheru</b> Chief Executive Officer AAHPL6521C	 <b>Dhaval Parekh</b> Company Secretary BQNPP6663C
For, SPARKS & Co. Chartered Accountants (FRN 101458W)  <b>Snehal R. Shah</b> (Partner) M. No: 113347 Ahmedabad, 30th May, 2023	 <b>Darshil Shah</b> Chief Financial Officer BEFPS3689D	 <b>Dhaval Parekh</b> Company Secretary BQNPP6663C
		Ahmedabad, 30th May, 2023

## Notes on Accounts forming part of Consolidated Financial Statements

**NOTE 3 PROPERTY PLANT AND EQUIPMENT**

(Rs. In Lakhs)

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>Cost as at April 1, 2022</b>	13.41	58.23	62.85	11.95	11.74	203.93	17.70	379.80
Additions	-	-	-	1.60	4.28	20.97	58.92	85.78
Disposals	-	-	-	-	-	-	-	-
<b>Cost as at March 31,2023</b>	13.41	58.23	62.85	13.55	16.02	224.90	76.63	465.58
<b>Accumulated Depreciation as at April 1,2022</b>	4.58	32.42	42.84	11.85	8.96	67.39	8.26	176.30
Depreciation	0.82	4.45	5.43	0.08	2.00	32.81	6.54	52.12
Disposal	-	-	-	-	-	-	-	-
<b>Accumulated Depreciation as at March 31,2023</b>	5.40	36.87	48.28	11.93	10.95	100.20	14.80	228.42
<b>Net carrying amount as at March 31,2023</b>	8.01	21.37	14.57	1.62	5.06	124.70	61.82	237.16

(Rs. In Lakhs)

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer and Peripheral	Electric Installation	Total
<b>Cost as at April 1, 2021</b>	13.41	57.06	62.32	11.95	11.51	135.49	17.35	309.08
Additions	-	1.17	0.53	-	0.23	68.45	0.35	70.72
Disposals	-	-	-	-	-	-	-	-
<b>Cost as at March 31,2022</b>	13.41	58.23	62.85	11.95	11.74	203.93	17.70	379.80
<b>Accumulated Depreciation as at April 1,2021</b>	3.76	28.02	36.80	9.87	7.45	41.67	6.47	134.03
Depreciation	0.82	4.40	6.05	1.98	1.51	25.72	1.79	42.27
Disposal	-	-	-	-	-	-	-	-
<b>Accumulated Depreciation as at March 31,2022</b>	4.58	32.42	42.84	11.85	8.96	67.39	8.26	176.30
<b>Net carrying amount as at March 31,2022</b>	8.83	25.81	20.00	0.10	2.78	136.54	9.44	203.50

**Notes on Accounts forming part of Consolidated Financial Statements**
**NOTE 4 OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT**

(Rs. In Lakhs)

Particulars	IGIS Software Ver. 2.0	Software	Intangible Assets Under Development	Total
Cost as at April 1, 2022	554.35	54.36	6,398.42	7,007.12
Additions	-	14.08	2,098.91	2,112.99
Disposals	-	-	-	-
Cost as at March 31, 2023	554.35	68.43	8,497.34	9,120.11
Accumulated Depreciation as at April 1, 2022	308.66	12.01	-	320.67
Depreciation	61.18	8.26	-	69.44
Disposal	-	-	-	-
Accumulated Depreciation as at March 31, 2023	369.84	20.27	-	390.11
Net carrying amount as at March 31, 2023	184.50	48.16	8,497.34	8,730.00

(Rs. In Lakhs)

Particulars	IGIS Software Ver. 2.0	Software	Intangible Assets Under Development	Total
Cost as at April 1, 2021	554.35	34.99	4,657.61	5,246.95
Additions	-	19.36	1,740.81	1,760.17
Disposals	-	-	-	-
Cost as at March 31, 2022	554.35	54.36	6,398.42	7,007.12
Accumulated Depreciation as at April 1, 2021	247.48	7.40	-	254.88
Depreciation	61.18	4.61	-	65.79
Disposal	-	-	-	-
Accumulated Depreciation as at March 31, 2022	308.66	12.01	-	320.67
Net carrying amount as at March 31, 2022	245.69	42.34	6,398.42	6,686.45

**Intangible Asstes Under Development ageing**

(Rs. In Lakhs)

Particular	Intangible Asstes Under Development ageing				Total
	Less than 1	year 1-2 years	2-3 years	More than 3 years	
Intangible Asstes Under Development as on 31/03/2023	2,098.91	1,740.82	1,360.89	3,296.72	8,497.34

(Rs. In Lakhs)

Particular	Intangible Asstes Under Development ageing				Total
	Less than 1	year 1-2 years	2-3 years	More than 3 years	
Intangible Asstes Under Development as on 31/03/2022	1,740.82	1,360.89	1,160.35	2,136.35	6,398.42

**Notes on Accounts forming part of Consolidated Financial Statements**

Note	Particulars	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
5	<b>Non-current investment</b>		
	<b>Investments in Equity Instruments</b>		
	Unquoted Equity Shares		
	<b>Investment carried at fair value through other comprehensive income</b>		
	Shreejikrupa Buildcon Ltd		
	310000 Equity Shares of Rs.10 each fully paid (P.Y. 310000 Shares)	195.70	178.99
	<b>Total Investment</b>	<u>195.70</u>	<u>178.99</u>
	Aggregate amount of unquoted investments	195.70	178.99
	Investment carried at fair value through other comprehensive income	195.70	178.99
6	<b>Loans</b>		
	<b>Current</b>		
	<b>Loan receivables considered good- Unsecured</b>		
	Loan to employees	5.92	1.58
	Intercorporate Loan	42.48	42.48
	Other loans & Advances	5.48	4.44
	<b>TOTAL</b>	<u>53.87</u>	<u>48.50</u>
7	<b>Other Financial Assets</b>		
	<b>Current</b>		
	Security Deposits	90.57	110.66
	Rental Deposits	3.03	26.67
	Margin Money for Bank Gurantee	179.32	169.83
	Fixed Deposit in Lien of Axis Bank	574.23	572.03
	Unbilled Revenue	3,926.14	3,880.84
	<b>TOTAL</b>	<u>4,773.30</u>	<u>4,760.03</u>
8	<b>Other Assets</b>		
	<b>Non-current</b>		
	<b>Others</b>		
	Long Term Trade Receivable,unsecured considered good	603.20	603.20
		<u>603.20</u>	<u>603.20</u>
	<b>Other Current Assets</b>		
	Contract Assets	-	146.59
	Pre-paid expenses	11.42	8.33
	Balance with Government Authority	109.91	71.30
		<u>121.33</u>	<u>226.22</u>
	<b>TOTAL</b>	<u>724.53</u>	<u>829.42</u>
9	<b>TRADE RECEIVABLES</b>		
	Trade Receivables	1,369.46	1,521.12
	<b>Total Receivables</b>	<u>1,369.46</u>	<u>1,521.12</u>
	Secured,considered good	-	-
	Unsecured,considered good	1,369.46	1,521.12
	Doubtful	-	-
	<b>TOTAL</b>	<u>1,369.46</u>	<u>1,521.12</u>

**Notes on Accounts forming part of Consolidated Financial Statements**
**Ageing of Trade Receivable : Current outstanding as at March 31,2023 (Rs. In Lakhs)**

Particulars	Outstanding for the following periods from the due date of payment					Total
	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivables-considered good	579.89	306.68	335.27	-	147.61	1,369.46
ii)Undisputed Trade Receivables which have significant increase in credit risk						
iii) Undisputed Trade Receivables-credit impaired						
iv) Disputed Trade Receivables-considered good						
v) Disputed Trade Receivables which have significant increase in credit risk						
vi)Disputed Trade Receivables- credit impaired						

**Ageing of Trade Receivable : Current outstanding as at March 31,2022 (Rs. In Lakhs)**

Particulars	Outstanding for the following periods from the due date of payment					Total
	Less than 6 months	6 months- 1 years	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivables-considered good	808.34	101.65	438.26	172.87	-	1,521.12
ii)Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables-credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
vi)Disputed Trade Receivables- credit impaired	-	-	-	-	-	-

Note	Particulars	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
10	<b>Cash and Cash Equivalents</b>		
	<b>Cash on Hand</b>		
	<b>Balance with Banks</b>	33.80	11.31
	-In Current Accounts	0.18	1.15
	<b>TOTAL</b>	<b>33.98</b>	<b>12.46</b>

Notes on Accounts forming part of Consolidated Financial Statements

Note	Particular	As at March	As at March
		31,2023	31, 2022
		(Rs. In Lakhs)	(Rs. In Lakhs)
11	<b>EQUITY SHARE CAPITAL</b>		
	-Authorized		
	100000000 Equity Shares of Rs. 2/- each (2022-23)	2,000.00	1,500.00
	75000000 Equity Shares of Rs. 2/- each (2021-22)		
	-Issued, Subscribed and Paid up	1,386.14	1,387.74
	6,93,07,248 Equity Shares of Rs.2/- each fully paid-up. (2022-23)		
	6,93,87,000 Equity Shares of Rs.2/- each fully paid-up. (2021-22)		
	Calls in Arrears (1,30,177 Equity Shares of Rs.1)		(1.30)
	<b>TOTAL</b>	<b>1,386.14</b>	<b>1,386.44</b>

a) Reconciliation of shares outstanding at the beginning and at the end of the year

PARTICULARS	Number	Amt (Rs)	Number	Amt (Rs)
Shares Outstanding at the beginning of the year	6,93,87,000	13,87,74,000	4,94,19,518	9,88,39,036
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	1,99,67,482	3,99,34,964
Total	6,93,87,000	13,87,74,000	6,93,87,000	13,87,74,000
Less Reduction in Capital (Forfeited Shares Cancel)	79,752	1,59,504	-	-
Shares Outstanding at the end of the year	6,93,07,248	13,86,14,496	6,93,87,000	13,87,74,000

b) 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.

c) Details of Shareholders holding more than 5% equity shares in the Company

Name of Shareholders	Number of shares held	% of Holding	Number of shares held	% of Holding
Karnavati Infrastructure Projects Limited	1,08,73,060	15.69%	1,08,75,336	15.67%
Upsilon Trading LLP	65,80,080	9.49%	65,80,080	9.48%
Rajesh Chandubhai Thakkar	48,18,680	6.95%	48,18,680	6.94%
Rajesh Chandubhai Thakkar HUF	44,70,712	6.45%	44,70,712	6.44%
Nihan Trading Private Limited.	43,44,661	6.27%	43,44,661	6.26%
Theeta Trading LLP	42,15,693	6.08%	42,15,693	6.08%

Shares held by promoters as defined in the Companies Act, 2013 at the end of the year:

d)

Promoter Name	As at March 31,2023		As at March 31,2022		% Change during the year
	No of Shares	% held	No of Shares	% held	
Rameshchandra Sojitra	7,38,319	1.07%	7,38,319	1.06%	0.00001
Chirag Jayantilal Soni	7,02,019	1.01%	7,02,019	1.01%	0.00001
Vaacha Sojitra	2,93,063	0.42%	2,93,063	0.42%	0.00000
Vishwas	2,48,068	0.36%	2,48,068	0.36%	0.00000
Leelavanti Sojitra	1,48,911	0.21%	1,48,911	0.21%	0.00000
Rameshchandra K Sojitra HUF	1,12,074	0.16%	1,12,074	0.16%	0.00000
Karnavati Infrastructure Projects Ltd	1,08,73,060	15.69%	1,08,75,336	15.67%	0.00015
<b>Total</b>	<b>1,31,15,514</b>	<b>18.92%</b>	<b>1,31,17,790</b>	<b>18.91%</b>	<b>0.02%</b>

Notes on Accounts forming part of Consolidated Financial Statements

Note	Particular	As at March 31,2023 (Rs. In Lakhs)	As at March 31, 2022 (Rs. In Lakhs)
12	<b>Other Equity</b>		
	<b>Securities Premium Reserve</b>		
	<b>Opening balance</b>		
	Securities Premium on account of Rights issue	5,511.07	3,459.23
	Call in Arrears	(4.19)	2,096.59
	Right Issue related expenses	6.83	(6.83)
		(2.45)	(37.91)
		<b>5,511.27</b>	<b>5,511.07</b>
	<b>Retained Earnings</b>		
	Opening balance		
	Income Tax Adjustments	1,352.76	1,157.31
	Profit for the year	57.96	(0.20)
			195.65
		<b>1,410.71</b>	<b>1,352.76</b>
	<b>Capital Reserve</b>		
	Opening balance		
	Shares Forfeited	165.45	165.45
	Opening balance	0.80	
		<b>166.25</b>	<b>165.45</b>
	<b>General Reserve</b>		
	Opening balance		
		<b>11.63</b>	<b>11.63</b>
	<b>Other Comprehensive Income</b>		
	Opening balance		
	Change during the year (Net)	(3.63)	(12.91)
		14.67	9.28
		<b>11.04</b>	<b>(3.63)</b>
	<b>TOTAL</b>	<b>7,110.91</b>	<b>7,037.23</b>
13	<b>Borrowings</b>		
	<b>Non Current Borrowings</b>		
	<b>Secured Loan</b>		
	<b>From Bank</b>		
	<b>Unsecured Loan</b>	17.83	89.55
	From NBFC		
	From Bank	20.73	46.24
		13.25	41.79
	<b>Intercorporate Deposits</b>		
	From Shareholders		
	From others	3,854.44	1,317.09
	<b>Loans and advances from Related Parties</b>		
	From Directors	274.48	274.48
		10.00	10.00
		<b>4,190.72</b>	<b>1,779.16</b>
	<b>Current Borrowings</b>		
	<b>Secured Loan</b>		
	Working Capital Loans repayable on demand from banks	1,055.62	1,062.51
	<b>Current maturities of long term borrowings</b>		
	<b>Secured Loan</b>		
	From Bank	71.70	71.67
	<b>Unsecured Loan</b>		
	From NBFC	25.53	92.32
	From Bank	28.22	24.01
	From Other	11.73	1.76
		<b>1,192.80</b>	<b>1,252.27</b>
	<b>TOTAL</b>	<b>5,383.52</b>	<b>3,031.44</b>

Particular	Rate of Interest	
	As at March 31,2023	As at March 31,2022
<b>A) For Working Capital Loans : Secured</b>		
Nature of Security:- Secured by way of hypothecation of book debts and collateral Security of extension of mortgage of Residential Flat and Fixed Deposit in lien		
Axis Bank Ltd A/C No.-8534 Cash Credit	12.00%	8.50%
Axis Bank Ltd MSME Term Loan A/C No. 920060045195588	9.25%	9.25%
<b>B) For Intercorporate Deposits-</b>		
Inter corporate deposits other than shareholders	4.75%	4.75%
<b>C) For Business Loans: It is Unsecured Loan</b>		
Bajaj Finance Limited P418PPS3070538	18.00%	18.00%
Bajaj Finserv-418BLF99942487	18.50%	18.50%
ECL Finance Ltd MSME LAHMSBL0000082018	14.00%	14.00%
ICICI Bank UPABD00044106538	17.00%	17.00%
Kotak Mahindra Bank MSME	9.25%	9.25%
Magma Fincorp Ltd MSME	14.00%	14.00%
Tata Capital Finance-TCFBL0272000010717986	18.25%	18.25%
Tata Capital Finance-TCFBL0272000011131358	18.00%	18.00%



Notes on Accounts forming part of Consolidated Financial Statements

Note	Particular	As at March 31,2023 (Rs. In Lakhs)	As at March 31, 2022 (Rs. In Lakhs)
14	<b>Provisions</b>		
	<b>Non Current Provisions</b>		
	<b>Provision for Employee Benefits (Refer Note 28)</b>		
	Provisions for Gratuity	58.87	45.46
	Provisions for Leave Encashment	20.42	20.05
		<u>79.29</u>	<u>65.51</u>
	<b>Current Provisions</b>		
	<b>Provision for Employee Benefits (Refer Note 28)</b>		
	Provisions for Gratuity	1.20	0.78
	Provisions for Leave Encashment	2.34	2.96
		<u>3.54</u>	<u>3.74</u>
	<b>TOTAL</b>	<b>82.83</b>	<b>69.25</b>
15	<b>Trade Payables</b>		
	Total Outstanding dues of Micro Enterprises and Small Enterprises (MSME)	75.17	365.00
	Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises	-	125.02
	<b>TOTAL</b>	<b>75.17</b>	<b>490.02</b>

Disclosure Under The Micro, Small And Medium Enterprises Development Act, 2006 Are Provided As Under For The Year 2022-23, To The Extent The Company Has Received Intimation From The "Suppliers" Regarding Their Status Under The Act.

	Particular	Rs. (In Lakhs)	
		As at March 31,2023	As at March 31,2022
(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSME Act)		
	Principal amount due to micro and small enterprise	75.17	365.00
	Interest due on above	-	-
(ii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iii)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(iv)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Ageing of Trade Payables : Current outstanding as at March 31,2023 (Rs. In Lakhs)

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	Total
MSME	75.17	-	-	-	-	75.17
Others	-	-	-	-	-	-
Disputed dues -MSME	-	-	-	-	-	-
Disputed dues- Other	-	-	-	-	-	-

Ageing of Trade Payables : Current outstanding as at March 31,2022 (Rs. In Lakhs)

Particulars	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	Total
MSME	94.04	7.91	283.05	-	-	365.00
Others	125.02	-	-	-	-	125.02
Disputed dues -MSME	-	-	-	-	-	-
Disputed dues- Other	-	-	-	-	-	-

Notes on Accounts forming part of Consolidated Financial Statements

Note	Particular	As at March 31,2023 (Rs. In Lakhs)	As at March 31, 2022 (Rs. In Lakhs)
16	<b>Other Financial Liabilities</b>		
	<b>Current Financial Liabilities</b>		
	Employee Benefits payable	127.08	118.19
	Provision for Expenses	1,797.89	1,981.78
	Other payables	5.65	17.63
	<b>TOTAL</b>	<b>1,930.62</b>	<b>2,117.60</b>
17	<b>Other Liabilities</b>		
	<b>Current</b>		
	Statutory Liabilities	99.59	58.66
	<b>TOTAL</b>	<b>99.59</b>	<b>58.66</b>
18	<b>Deferred Tax Liabilities (Net)</b>		
	<b>Deferred Tax Liabilities</b>		
	Property, plant and equipment - difference between value of assets as per book base and tax base	39.13	46.32
	Provision for employee benefits	19.51	16.63
	<b>Total Deferred Tax Liabilities (A)</b>	<b>58.64</b>	<b>62.95</b>
	<b>Deferred Tax Assets</b>		
	Expenditure covered by Section 35D of Income Tax Act, 1961.	9.41	13.17
	<b>Total Deferred Tax Assets (B)</b>	<b>9.41</b>	<b>13.17</b>
	<b>TOTAL (A-B)</b>	<b>49.22</b>	<b>49.78</b>

(i) Major Components of Deferred Tax Liabilities /(Assets) arriving on account of timing difference are as follow as on 31st March, 2023

Particular	(Rs. In Lakhs)			
	As at 31st March, 2022	Recognised in profit and loss	Recognised in OCI	As at 31st March, 2023
Property, plant and equipment - difference between value of assets as per book base and tax base	46.32	(7.19)	-	39.12
Expenditure covered by Section 35D of Income Tax Act, 1961.	(13.16)	3.76	-	(9.41)
Provision for employee benefits	16.63	2.88	-	19.51
<b>Total</b>	<b>49.78</b>	<b>(0.56)</b>	<b>-</b>	<b>49.22</b>

(ii) Major Components of Deferred Tax Liabilities /(Assets) arriving on account of timing difference are as follow as on 31st March, 2022

Particular	(Rs. In Lakhs)			
	As at 31st March, 2021	Recognised in profit and loss	Recognised in OCI	As at 31st March, 2022
Property, plant and equipment - difference between value of assets as per book base and tax base	55.06	(8.74)	-	46.32
Expenditure covered by Section 35D of Income Tax Act, 1961.	(10.84)	(2.32)	-	(13.16)
Provision for employee benefits	12.40	4.23	-	16.63
<b>Total</b>	<b>56.62</b>	<b>(6.84)</b>	<b>-</b>	<b>49.78</b>

Notes on Accounts forming part of Consolidated Financial Statements

Note	Particulars	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
<b>19</b>	<b>REVENUE FROM OPERATIONS</b>		
	Revenue from contract with customers		
	<b>Revenue from sale of Products</b>		
	GIS Product and Other Ancillary	612.41	485.10
	<b>Revenue from Sale of Services</b>		
	Gis Software Solutions and Customization	1,087.91	2,817.64
	<b>TOTAL</b>	<b>1,700.32</b>	<b>3,302.74</b>
	<b>Disaggregation of revenue</b>		
	<b>Revenue based on Geography</b>		
	Domestic	1,700.32	3,302.74
	Export	-	-
	<b>Revenue from operations</b>		
	<b>TOTAL</b>	<b>1,700.32</b>	<b>3,302.74</b>
	<b>Reconciliation of Revenue from operations with contract price</b>		
	Revenue as per contracted price	1,700.32	3,302.74
	Less:-		
	Commission & Discount	-	-
	<b>Revenue from contracts with customers</b>	<b>1,700.32</b>	<b>3,302.74</b>
<b>20</b>	<b>OTHER INCOME</b>		
	Interest Income on Fixed Deposits	33.59	29.40
	Interest Income from others	-	7.87
	Discount Received	-	0.02
	Other income	7.53	5.20
	<b>TOTAL</b>	<b>41.13</b>	<b>42.49</b>
<b>21</b>	<b>COST OF RAW MATERIAL CONSUMED</b>		
	<b>Raw Materials' Consumption</b>		
	Inventory at the beginning of the year	-	-
	Add: Purchases during the year	50.07	309.37
	Less : Inventory at the beginning end of the year	-	-
	<b>Cost of Raw material consumed</b>	<b>50.07</b>	<b>309.37</b>
<b>22</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	Salaries, Wages, Bonus	581.19	733.36
	Contribution to Provident and Other Fund (Refer Note 28)	23.81	18.72
	Staff Welfare Expenses	18.69	15.08
	Leave Encase Allowance	4.14	10.55
	Gratuity Expense (Refer Note 28 )	16.69	13.90
	<b>TOTAL</b>	<b>644.54</b>	<b>791.61</b>
<b>23</b>	<b>FINANCE COSTS</b>		
	Interest on bank borrowings	154.46	145.69
	Other Borrowing Cost	2.76	8.75
	Other Interest Expenses	13.04	10.98
	<b>TOTAL</b>	<b>170.26</b>	<b>165.42</b>
<b>24</b>	<b>OTHER EXPENSES</b>		
	Survey Expenses	248.21	1,246.97
	Base Map Creation, Digitisation & Satellite Image	0.60	2.07
	IGiS Software License Exp	1.86	1.16
	Store and Spares	-	0.31
	Repairs & Maintenance Exp.	1.80	3.61
	Electricity Expenses	16.30	16.90
	Insurance Expense	0.60	1.66
	Audit Fees	5.63	5.65
	Legal and Professional Fees	81.49	138.07
	Printing, Stationery, Postage and Telephone Expenses	11.46	7.85
	Travelling and Conveyance Expenses	105.09	120.93
	Rent, Rates and Taxes	28.88	58.96
	Advertisement & Business Promotion Expenses	24.59	17.36
	Computer & Software Expenses	10.79	10.30
	Office Expenses	-	0.44
	Interest and Penalty Expenses	17.20	12.81
	Bank Guarantee Charges	5.59	7.40
	Royalty-Space Application Centre	4.72	14.35
	Other Expenses	87.69	43.22
	<b>TOTAL</b>	<b>652.46</b>	<b>1,710.01</b>

Notes on Accounts forming part of Consolidated Financial Statements

Note 25 Tax Expenses

(i) Tax Expense recognised in the Statement of Profit & Loss

PARTICULARS	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
<b>Current Tax Expenses</b>		
Current tax on taxable income for the year	37.19	71.93
Adjustments for the current tax of prior periods	7.98	-
<b>Total Current Tax Expenses</b>	<b>45.17</b>	<b>71.93</b>
<b>Deferred Tax Expenses</b>		
Deferred Tax charge/(credit)	(0.56)	(6.84)
<b>Total Deferred Tax Expenses</b>	<b>(0.56)</b>	<b>(6.84)</b>
<b>Total Income Tax Expenses</b>	<b>44.61</b>	<b>65.10</b>

Tax Items of Other Comprehensive Income

PARTICULARS	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
<b>Deferred tax related to items recognised in OCI during the year:</b>		
Income tax related to items that will not be reclassified to profit or loss	(3.96)	(2.57)
<b>Income tax charged to OCI</b>	<b>(3.96)</b>	<b>(2.57)</b>

(ii) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

PARTICULARS	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
<b>Profit Before Tax</b>	102.56	260.75
Tax at the Indian tax rate of 25.168% (previous year - 25.168%)	25.81	65.62
<b>Adjustment for:</b>		
Difference between Book and Tax depreciation	0.21	(5.04)
Tax effect on non-deductible expenses	4.32	3.09
43B items	6.78	9.58
Effect of right issue expenses debited to Retained Earnings	(0.62)	(8.50)
Others	0.12	0.34
<b>TOTAL</b>	<b>36.63</b>	<b>65.10</b>
Adjustment in respect of current income tax of previous year	7.98	-
<b>Tax Expenses as per Statement of Profit &amp; Loss</b>	<b>44.61</b>	<b>65.10</b>

## Note 26 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS

## A. Financial instruments by category and their fair value

As at 31st March 2023	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 -	Level 2 -	Level 3 -	Total
					Quoted price in active markets	Significant observable inputs	Significant unobservable inputs	
<b>Financial assets</b>								
Non current investment	-	195.70	-	195.70	-	-	195.70	195.70
Loans current	-	-	53.87	53.87	-	-	-	-
Other Financial Assets- Current	-	-	4,773.30	4,773.30	-	-	-	-
Trade receivables	-	-	1,369.46	1,369.46	-	-	-	-
Cash and cash equivalents	-	-	33.98	33.98	-	-	-	-
<b>Total financial assets</b>	-	<b>195.70</b>	<b>6,230.61</b>	<b>6,426.32</b>	-	-	<b>195.70</b>	<b>195.70</b>
<b>Financial liabilities</b>								
Borrowings								
- Non current	-	-	4,190.72	4,190.72	-	-	-	-
- Current	-	-	1,192.80	1,192.80	-	-	-	-
Other current financial liabilities	-	-	1,930.62	1,930.62	-	-	-	-
Trade Payable	-	-	75.17	75.17	-	-	-	-
<b>Total financial liabilities</b>	-	-	<b>7,389.31</b>	<b>7,389.31</b>	-	-	-	-

As at 31st March 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 -	Level 2 -	Level 3 -	Total
					Quoted price in active markets	Significant observable inputs	Significant unobservable inputs	
<b>Financial assets</b>								
Non current investment	-	178.99	-	178.99	-	-	178.99	178.99
Loans current	-	-	48.50	48.50	-	-	-	-
Other Financial Assets- Current	-	-	4,760.03	4,760.03	-	-	-	-
Trade receivables	-	-	1,521.12	1,521.12	-	-	-	-
Cash and cash equivalents	-	-	12.46	12.46	-	-	-	-
<b>Total financial assets</b>	-	<b>178.99</b>	<b>6,342.11</b>	<b>6,521.10</b>	-	-	<b>178.99</b>	<b>178.99</b>
<b>Financial liabilities</b>								
Borrowings								
- Non current	-	-	1,779.16	1,779.16	-	-	-	-
- Current	-	-	1,252.27	1,252.27	-	-	-	-
Other current financial liabilities	-	-	2,117.60	2,117.60	-	-	-	-
Trade Payable	-	-	490.02	490.02	-	-	-	-
<b>Total financial liabilities</b>	-	-	<b>5,639.05</b>	<b>5,639.05</b>	-	-	-	-

Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

**Types of inputs for determining fair value are as under:**

**Level 1:** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

**B. Measurement of fair values**

Investments in unquoted equity shares included in Level 3 of the fair value hierarchy have been valued using the cost approach. For unquoted equity investments categorized under level 3, cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represent the best estimate of fair value within that range.

**Level 3 fair values**

Movements in the values of unquoted equity instruments for the period ended 31st March 2023 and 31st March 2022 is as below:

Movement in Level 3 valuations	Rs. (In Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Balance as at 1st April	178.99	169.63
Acquisitions/ (disposals)	-	-
Fair Value Gains/ (losses) recognised in other comprehensive income	16.71	9.36
<b>Balance as at 31st March</b>	<b>195.70</b>	<b>178.99</b>

**C. Financial risk management**

The Group's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Parent Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks. The Risk Management Policy of the Parent Company formulated by the Board, states the Parent Company's approach to address uncertainties in its endeavor to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Parent Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance.

The following disclosures summarize the Parent Company's exposure to financial risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Parent Company.

Notes on Accounts forming part of Consolidated Financial Statements

1) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables and loans.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on long term floating rate borrowings. The borrowings of the Company are principally denominated in Indian Rupees with floating rate of interest.

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Variable-rate instruments	Rs. (In Lakhs)	
	As At 31st March, 2023	As At 31st March, 2022
Non current - Borrowings	51.80	177.59
Current portion of Long term borrowings	125.45	188.00
<b>Total</b>	<b>177.25</b>	<b>365.59</b>

b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Parent Company operates, in addition to domestic markets, significantly in international markets through its sales and services in overseas and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. The Parent Company does not enter into any derivative instruments for trading or speculative purposes.

The Parent Company does not enters into forward exchange contracts, to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. denominated assets. The Parent Company is exposed to foreign exchange risk on its exports. Most of these transactions are denominated in US dollars.

There is no unhedged foreign currency exposure existing as on 31st March, 2023 and 31st March, 2022.

(i) Particulars of unhedged foreign currency exposure as at the reporting date are as follows:

Unhedged Exposures	Foreign Currency Denomination	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency in Lacs	Amount in Rs. Lacs	Amount in Foreign Currency in Lacs	Amount in Rs. Lacs
Trade Receivable	USD	1.55	98.50	1.55	98.50

(iii) Foreign Currency Risk Sensitivity

The Parent Company is mainly exposed to changes in USD . The below table demonstrates the sensitivity to a 5% increase or decrease in the USD against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

A change in Foreign currency would have following Impact on profit before tax

	As at March 31, 2023		As at March 31, 2022	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	(4.93)	4.93	(4.93)	4.93

**c) Other Price Risk**

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Parent Company's investment in equity instruments recognised at FVTOCI. As at 31st March, 2023, the carrying value of such instruments recognised at FVTOCI amounts to Rs. 195.70 Lakhs (Rs. 178.99 Lakhs as at 31st March, 2022). The details of such equity instruments are given in Note 5. Investments in unquoted equity shares is not considered to be significant and hence the risk is negligible.

**2) Credit Risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Group. To manage this, the Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The Group considers Credit risk arises primarily from financial assets such as trade receivables, other balances with banks, and loans.

Credit risk arising from investment in equity instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the credit rating agencies.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loan or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Parent Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**3) Liquidity Risk**

Liquidity risk is the risk that the Group will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the group to manage liquidity is to ensure, as far as possible, that group will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation. The group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

As at 31st March 2023	Carrying Amount	Less than 1 year	Between 1 to 2 Years	Between 3 to 5 Years	Beyond 5 years	Total
Non Current Borrowings	4,190.72	2411.56	1494.68	274.48	10.00	4190.72
Current Borrowings	1,192.80	1,193	-	-	-	1192.80
Trade payables	75.17	75.17	-	-	-	75.17
Other financial liabilities	1,930.62	1,930.62	-	-	-	1930.62
<b>Total</b>	<b>7,389.31</b>	<b>5,610.15</b>	<b>1,494.68</b>	<b>274.48</b>	<b>10.00</b>	<b>7,389.31</b>

As at 31st March 2022	Carrying Amount	Less than 1 year	Between 1 to 2 Years	Between 3 to 5 Years	Beyond 5 years	Total
Non Current Borrowings	1,779.16	-	1,494.68	274.48	10.00	1,779.16
Current Borrowings	1,252.27	1,252.27	-	-	-	1,252.27
Trade payables	490.02	490.02	-	-	-	490.02
Other financial liabilities	2,117.60	2,117.60	-	-	-	2,117.60
<b>Total</b>	<b>5,639.05</b>	<b>3,859.89</b>	<b>1,494.68</b>	<b>274.48</b>	<b>10.00</b>	<b>5,639.05</b>



**Note 27 : CAPITAL MANAGEMENT**

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The capital structure of the group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

**Notes on Accounts forming part of Consolidated Financial Statements**

**Note 28 Employee Benefits**

**1) Post-employment benefits :**

The Parent Company has the following post-employment benefit plans:

**1.1) Defined contribution plans**

The Parent Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Parent Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is Rs. 22.42 Lakhs (31st March, 2022 RS. 17.27 Lakhs).

**1.2) Defined benefit gratuity plan**

The Parent Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

As per Actuarial Valuation as on 31st March, 2023 and 31st March, 2022 recognised in the financial statements in respect of Gratuity Benefits:

**A. Amount recognised in the Balance Sheet**

PARTICULARS	Rs. (In Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
<b>Gratuity:</b>		
Present value of plan liabilities	60.07	46.24
Fair value of plan assets	-	-
Deficit/(Surplus) of funded plans	60.07	46.24
Unfunded plans	-	-
<b>Net plan liability/ (Asset)</b>	<b>60.07</b>	<b>46.24</b>

**B. Movements in plan assets and plan liabilities**

GRATUITY	Year ended 31st March, 2023			Year ended 31st March, 2022		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
	Rs. (In Lakhs)					
<b>As at 1st April</b>	-	46.24	46.24	-	35.95	35.95
Current service cost	-	13.33	13.33	-	11.43	11.43
Interest Income	-	-	-	-	-	-
Interest cost	-	3.36	3.36	-	2.47	2.47
Return on plan assets excluding amounts included in Interest Income	-	-	-	-	-	-
Actuarial loss/(gain) due to change in financial assumptions	-	(1.53)	(1.53)	-	(2.35)	(2.35)
Actuarial loss/(gain) due to change in demographic assumption	-	-	-	-	(0.03)	(0.03)
Actuarial loss/ (gain) due to experience adjustments	-	(0.39)	(0.39)	-	(0.11)	(0.11)
Employer Contribution	-	-	-	-	-	-
Benefit Paid Directly by the Employer	-	(0.94)	(0.94)	-	(1.12)	(1.12)
<b>As at 31st March</b>	-	<b>60.07</b>	<b>60.07</b>	-	<b>46.24</b>	<b>46.24</b>

**C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses**

GRATUITY	Rs. (In Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Current service cost	13.33	11.43
Net interest cost	3.36	2.47
<b>Net (Gain)/ Loss recognised in the Statement of Profit and Loss</b>	<b>16.69</b>	<b>13.90</b>
<b>Remeasurement of the net defined benefit liability:</b>		
Actuarial (Gains)/ Losses on Obligation For the Period	(1.92)	(2.49)
<b>Net (Gain)/ Loss recognised in the Other Comprehensive Income</b>	<b>(1.92)</b>	<b>(2.49)</b>

**D Assumption**

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

PARTICULARS	Rs. (In Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
<b>GRATUITY:</b>		
Discount Rate	7.49%	7.27%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For service 4 years and below 10.00% p.a. For service 5 years and above 7.00% p.a.	For service 4 years and below 10.00% p.a. For service 5 years and above 7.00% p.a.
Mortality Rate During Employment	Indian assured lives mortality (2012-14) (Urban)	Indian assured lives mortality (2012-14) (Urban)

**E. Sensitivity**

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Increase / (Decrease) in defined benefit obligation	Rs. (In Lakhs)	
	Year ended 31st March, 2023	31st March, 2022
	Define Benefit Obligation(DBO)	Define Benefit Obligation(DBO)
<b>GRATUITY:</b>		
<b>Discount Rate</b>		
Increase by 1%	(6.26)	(5.19)
Decrease by 1%	7.45	6.22
<b>Salary Escalation Rate</b>		
Increase by 1%	7.56	6.30
Decrease by 1%	(6.45)	(5.34)
<b>Attrition Rate</b>		
Increase by 1%	1.10	0.67
Decrease by 1%	(1.36)	(0.88)

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore in presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

**F Expected cash flows based on past service liability after year end 31st March, 2023 as follows:**

PARTICULARS	Rs. (In Lakhs)	
	As at	As at
	31st March, 2023	31st March, 2022
<b>GRATUITY</b>		
2023	-	0.78
2024	1.20	1.00
2025	1.47	1.24
2026	3.92	2.78
2027	1.91	1.60
2028	3.31	-
Thereafter	164.72	132.73

2) **Other Long term employee benefits :**

2.1) **Defined Privilege Leave Benefit plan**

Entitlements to annual leave, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of leave encashment as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Entitlements to annual leave, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits.

The Parent Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

As per Actuarial Valuation as on 31st March, 2023 and 31st March, 2022 recognised in the financial statements in respect of Privilege Leave Benefit:

**A. Amount recognised in the Balance Sheet**

PARTICULARS	Rs. (In Lakhs)	
	As at	As at
	31st March, 2023	31st March, 2022
<b>Privilege Leave Benefit:</b>		
Present value of plan liabilities	22.76	23.01
Fair value of plan assets	-	-
Deficit/(Surplus) of funded plans	22.76	23.01
Unfunded plans	-	-
<b>Net plan Liability/ (Asset)</b>	<b>22.76</b>	<b>23.01</b>

**B Assumption**

With the objective of presenting the plan assets and plan liabilities of the Privilege defined Leave benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

PARTICULARS	As at	As at
	31st March, 2023	31st March, 2022
<b>PRIVILEGE LEAVE BENEFIT</b>		
	7.49%p.a.	7.27%p.a.
	(Indicative G.Sec	(Indicative G.Sec
	referenced on 31-	referenced on 31-
	03-2023)	03-2022)
Discount Rate	5.00%	5.00%
Salary Escalation Rate	For service 4	For service 4
	years and below	years and below
	10.00% p.a.	10.00% p.a.
Attrition Rate:	For service 5	For service 5
	years and above	years and above
	2.00% p.a.	2.00% p.a.
Mortality Rate	Indian assured	Indian assured
	lives mortality	lives mortality
	(2012-14)	(2012-14)
	(Urban)	(Urban)

C Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Increase / (Decrease) in defined benefit obligation	Rs. (In Lakhs)	
	March, 2023	31st March,
	Define Benefit Obligation(DBO)	Define Benefit Obligation(DBO)
<b>PRIVILEGE LEAVE BENEFIT</b>		
<b>Discount Rate</b>		
Increase by 1%	(1.73)	(1.74)
Decrease by 1%	2.04	2.04
<b>Salary Escalation Rate</b>		
Increase by 1%	2.07	2.07
Decrease by 1%	(1.78)	(1.79)
<b>Attrition Rate</b>		
Increase by 1%	0.09	0.07
Decrease by 1%	(0.11)	(0.09)

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore in presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance

**Notes on Accounts forming part of Consolidated Financial Statements**

**Note 29 Contingent Liabilities & Commitments**

a) **Contingent Liabilities**

Particulars	As at March 31,2023 (Rs. In Lakhs)	As at March 31,2022 (Rs. In Lakhs)
<b>Claims against the Company not acknowledged as debts:</b>		
Income Tax matter in dispute under appeal	97.36	104.86

**a. Income Tax Matters**

There is only one particular disputed demand in relation to A.Y. 2016-17 as disclosed above. The recovery of demand has been stayed and appeal is pending at CIT level. The said assessment was completed in haste and inconclusively by the A.O. u/s 143(3) without considering the submission placed. The CIT has already heard the matter and the demand is surely going to be deleted as invalid. So the management and tax advocates expect this matter to be resolved soon and will not have a material adverse effect on the Group's financial position and results of operations.

Originally, the tax demand was raised for Rs. 2,08,74,300, but Rs. 1,03,87,870 is adjusted from previous years refund and parent company has also paid an amount of Rs. 7, 50,000 against pending demand.

b. A petition has been filed by the Shareholder against the Parent Company in NCLT to restore their name in the Registers of Members, ideally matters relate to share transfer, Transmission, maintaining registers, etc. are dealt by RTA & depository participants. Any grievances in this matter are to be directly addressed to the RTA, though the Parent Company has been made party to the case. Our advocate for NCLT has confidently advised that when the matter will be heard by NCLT, Parent Company would be removed from the list of defendant.

**Note 30 Earnings Per Share**

Particulars	As at t March, 2023	As at t March, 2022
<b>Earning Per Share has been computed as under:</b>		
Profit after tax as per Statement of Profit and Loss (Rs. in lakhs)	57.96	195.65
Weighted average number of equity shares outstanding (B)	6,93,07,248	5,77,17,606
Earnings per share in rupees (Face Value – 10 per share)	0.08	0.25

**Note 31 Corporate Social Responsibility**

Provisions of Section 135 of the Companies Act, 2013, requires every Company having a net worth of Rupees 500 crore or more, or turnover of Rupees 1000 crore or more or a net profit of rupees 5 crore or more during the immediately preceding financial year shall spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years on Corporate Social Responsibility (CSR).

The Group doesn't fall in any of the above criteria, hence provisions of Section 135 of the Companies Act, 2013, is not applicable to the Group.

**Note 32 Segment Reporting**

The Group is Primarily engaged in the business of providing Information Technology Software services and GIS products in India, hence there are no separate reportable primary or secondary segments as per Indian Accounting Standard 108 Operating Segments.

**Information about Major Customers**

Revenue from one of the customers of the Parent Company is approximately Rs 487 Lakhs which is more than 10% of the Company's total revenue, for the year ended 31 March 2023.

Revenue from Two of the customers of the Parent Company is approximately Rs 1344.04 Lakhs which is more than 10% of the Company's total revenue, for the year ended 31 March 2022.

**Notes on Accounts forming part of Consolidated Financial Statements**

**Note 33 RELATED PARTY DISCLOSURES**

As per the Indian Accounting Standard-24 on "Related Party Disclosures", list of related parties identified of the Company are as follows.

**1) Names of related parties and nature of relationship.**

**a) Key Management Personnel**

Ramesh Sojitra  
Chirag Soni  
Kantilal Ladani

**b) Relatives of Key Management Personnel**

Minal Soni.  
Vishwas Sojitra  
Leelavanti Sojitra  
Vaacha Sojitra

**c) Enterprise under significant influence of Key Management personnel**

Turnrest Resources Private Limited  
Prop Corporate Mentors Pvt. Ltd  
Scan Press Limited  
Diyatech Private Limited  
Eques Capital Management Private Limited  
MRH Enterprise  
Karnavati Infrastructure Projects Limited  
Arth Geospatial Private Limited  
Covrize It Solutions Private Limited  
Theeta Trading LLP  
Upsilon trading LLP  
Omega Tradelink  
Beta Resources Pvt. Ltd  
Target Enterprise  
Miracle Enterprise  
Parikh Shah Chotalia & Associates

**2) Transactions with related parties:**

(INR in Lakhs)

Particulars	Relationship	As at	
		31st March, 2023	31st March, 2022
<b>Remuneration</b>			
Ramesh K Sojitra	KMP	2.00	24.00
Chirag Soni	KMP	29.81	23.33
<b>Salary paid</b>			
Vishwas R Sojitra	Relative of KMP	2.68	5.39
Vaacha Sojitra	Relative of KMP	1.18	3.42
<b>Professional Fees paid</b>			
Diya Tech Pvt Ltd	Enterprise	16.67	43.12
Kanti Ladani	KMP	7.2	6.90
Turnrest Resources Pvt. Ltd.	Enterprise	-	15.00
MRH Enterprise	Enterprise	10.00	13.25
Eques Capital Management Pvt. Ltd.	Enterprise	160.80	40.00
Covrize It Solutions Private Limited	Enterprise	686.12	-
Parikh Shah Chotalia & Associates	Enterprise	6.30	3.60
<b>Rent Paid</b>			
Turnrest Resources Pvt. Ltd.	Enterprise	14.76	-
<b>Interest Received</b>			
Karnavati Infrastructure Projects Ltd	Enterprise	-	7.87

(INR in Lakhs)

Particulars	Relationship	(INR in Lakhs)	
		As at 31st March, 2023	As at 31st March, 2022
<b>Loan Given</b>			
Karnavati Infrastructure Projects Ltd	Enterprise	0.00	15.48
<b>Loan Received</b>			
Prop Corporate Mentors Pvt. Ltd.	Enterprise	150.00	100.00
<b>Loan Repaid</b>			
Prop Corporate Mentors Pvt. Ltd	Enterprise	150.00	102.55
<b>Related Party Balances as at the year end</b>			
<b>As Intercorporate Loan</b>			
Karnavati Infrastructure Projects Ltd	Enterprise	42.48	42.48
<b>Amount Payable</b>			
<b>As Unsecured Loan</b>			
Kanti Ladani	KMP	10.00	10.00
<b>Traveling Exp Payable</b>			
Chirag Soni	KMP	-	0.15
Vishwas R Sojitra	Relative of KMP	-	0.26
<b>As Trade Payables</b>			
Diyatec Pvt Ltd	Enterprise	2.25	2.25
Kanti Ladani	KMP	0.54	0.54

**Executive Directors compensation**

(INR in Lakhs)

Particulars	(INR in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Short term employee benefits	31.81	47.33
Post employment benefits	1.08	1.08
<b>Total Compensation *</b>	<b>32.89</b>	<b>48.41</b>

\* This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

Notes on Accounts forming part of Consolidated Financial Statements

NOTE: 34 Group information

The Consolidated financial statement of the Group includes subsidiaries as mentioned below :

Name of the Entities	Net Assets i.e. total assets minus total liabilities		Share in Profit / (Loss)		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (Rs. in Lakhs)	As % of consolidated profit or loss	Amount (Rs. in Lakhs)	As % of consolidated other comprehensive	Amount (Rs. in Lakhs)	As % of consolidated comprehensive Income	Amount (Rs. in Lakhs)
<b>Parent Company</b>								
Scanpoint Geomatics Limited	100.06%	8502.50	100.84%	58.44	100%	14.67	100.67%	73.11
<b>Subsidiary Company</b>								
Jyacad Solutions Pvt. Ltd.	-0.05%	-4.45	-0.84%	-0.49	0.00%	0.00	-0.67%	(0.49)
Inter-company eliminations & Consolidation adjustments	-0.01%	-1	0.00%	0.00	0.00%	0.00	0.00%	-
<b>Total</b>	<b>100.00%</b>	<b>8,497.05</b>	<b>100.00%</b>	<b>57.96</b>	<b>100.00%</b>	<b>14.67</b>	<b>100.00%</b>	<b>72.63</b>

**Note 35** In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated

**Note 36** On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2022-23 (Previous Year 2021-22 Rs. Nil)



**Notes on Accounts forming part of Consolidated Financial Statements**

**Note 37 : ADDITIONAL REGULATORY INFORMATION**

- i) **TITLE DEEDS**  
The title deeds of all the Immovable properties, (other than immovable properties where the Parent Company is the lessee and the lease agreements are duly executed in favour of the Parent Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Parent Company as at the balance sheet date.
- ii) **REVALUATION OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**  
The Parent Company has not undertaken any revaluation of Property Plant & Equipments / Intangible assets during the year.
- iii) **DETAILS OF BENAMI PROPERTY**  
The Group does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property.
- iv) **BORROWINGS OBTAINED ON THE BASIS OF SECURITY OF CURRENT ASSETS**  
Quarterly returns or statements of current assets filed by the Parent Company with banks are in agreement with the books of accounts.
- v) **WILFUL DEFAULTER**  
The Group is not declared wilful defaulter by any bank or financial institution or lender.
- vi) **RELATIONSHIP WITH STRUCK OFF COMPANIES**  
The company does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, during the current year and in the previous year.
- vii) **REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES**  
The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
- viii) **UTILISATION OF BORROWED FUNDS/ADVANCES**  
The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or  
(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- ix) **The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:**  
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or  
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

x) **UNDISCLOSED INCOME**

The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

xi) **DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY**

The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.


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

Significant accounting policies and notes to accounts (Refer Note No. 2)  
The accompanying notes are an integral part of the financial statements

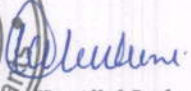
As per our report of even date attached

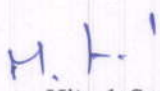
For, SPARKS & Co.  
Chartered Accountants  
(Firm Registration No. F.R.No. 101458W)

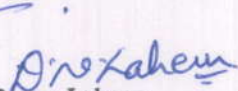
For and on behalf of the Board of Directors of  
Scanpoint Geomatics Limited

  
Snehal R. Shah  
Partner  
M. No. 113347




  
Kantilal Ladani  
Wholetime Director  
DIN: 00016171

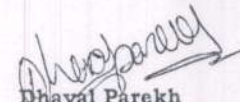
  
Mitesh Sanghvi  
Director  
DIN: 07403394

  
Deven Laheru  
Chief Executive Officer  
AAHPL6521C

Ahmedabad  
30th May, 2023

  
Darshil Shah  
Chief Financial Officer

BEFPS3689D  
Ahmedabad, 30th May, 2023

  
Dhayal Parekh  
Company Secretary

BQNPP6663C



## Notes on Accounts forming part of Consolidated Financial Statements

### Note 1 CORPORATE INFORMATION

The Consolidated financial statements of Scanpoint Geomatics Limited are made up of the Scanpoint Geomatics Limited together with its subsidiary Jyacad Solutions Pvt Ltd. (collectively referred to as the "Group").

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

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### Note 2 SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENTS

##### a. Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time

##### b. Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain financial instruments which are measured at fair value at end of the each reporting period, as explained in the accounting policies below.

##### c. Use of judgment, estimates and assumptions

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions considered in the reported amounts of assets and liabilities and disclosure relating to contingent liabilities as at the date of consolidated financial statement and the reported amounts of income and expenditure during the reported year. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

##### i. Income taxes

The Company's major tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. In assessing the reliability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

##### ii. Impairment testing

Investments in goodwill and intangible assets are tested for impairment annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

##### iii. Depreciation and amortisation

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges

#### iv. Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecast transaction.

## 2.2 Basis of Consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent Company ('the Company') and its subsidiary. Control is achieved when the Company has:

- Power over the investee,
- Is exposed or has rights to variable returns from its involvement with the investee, and
- Has the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Company's voting rights and potential voting rights,
- The size of the Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in subsidiary and the Parent's portion of equity of subsidiary. The excess of cost to the Group of its investments in the subsidiary company over its share of equity of the subsidiary companies at the dates on which the investments in the subsidiary company were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and its tested for impairment on annual basis. The Goodwill is determined separately for each subsidiary company and such amounts are not set off between different entities.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiary to bring its accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Following subsidiary has been considered in the preparation of the consolidated financial statements

Name of the Company	Country of Incorporation	Proportion of Ownership as on March 31, 2023	Proportion of Ownership as on March 31, 2022
Jyacad Solutions Pvt. Ltd.	India	99.90%	99.90%

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### a Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

### b Investment in Subsidiaries, Associate And Joint Venture:

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

### c Property, plant and equipment

Property, plant and equipment are measured at historical cost or its deemed cost less accumulated depreciation and impairment losses, if any. Historical Cost includes expenditures directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

### d Capital work-in-progress

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital advances and capital work-in-progress respectively.

### e Depreciation/ Amortisation

Depreciable amount for assets is the cost of asset less its estimated residual value.

Depreciation has been provided on all assets on the straight line method, as per the useful life prescribed in Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company assesses at each Balance Sheet date whether there is objective evidence that an asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The residual values are not more than 5% of the original cost of assets.

#### **f Leases**

From April 1, 2019, Ind AS 116 'Leases' is applicable to all the listed companies. Ind AS 116 has certain exemptions from the application of Ind AS - 116:

##### **i. Short Term Leases**

A lease that at the commencement date, has a lease term of 12 months or less. However, a lease that contains an option to purchase the asset is not a short-term lease

1. The election for short-term leases shall be made by class of underlying asset to which the right of use relates and can be made on a lease-by-lease basis.

##### **ii. Leases for low value assets**

An underlying asset can be of low value only if:

1. The lessee can benefit from use of the underlying asset on its own or together with other resources that are readily available to the lessee; and

2. The underlying asset is not highly dependent on, or highly interrelated with, other assets.

Examples of low-value underlying assets can include tablet and personal computers, small items of office furniture and telephones. When new, if the asset is typically not of low value, the lease of such asset does not qualify as a lease of a low-value asset. When new, if the asset is typically not of low value, the lease of such asset does not qualify as a lease of a low-value asset. The assessment of whether an underlying asset is of low value is performed on an absolute basis. Leases of low-value assets qualify for recognition exemption regardless of whether those leases are material to the lessee. The assessment is not affected by the size, nature or circumstances of the lessee.

##### **Accounting for short term and low value asset leases**

If a lessee elects to opt for the recognition exemption for either short-term leases or leases for which the underlying asset is of low value, the lessee shall recognize the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. According to information and explanation provided to us, all the lease agreements of company are short term lease agreements so application of new Ind AS - 116 'Leases' is not applicable to us.

#### **g. Financial Instruments**

All financial instruments are recognized initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognized on trade date. While, loans and borrowings and payables are recognized as net cost of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortized cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non-derivative financial liabilities at amortized cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

##### **Non-derivative financial assets**

###### **i. Financial assets at amortised cost**

A financial asset shall be measured at amortized cost if both of the following conditions are met: the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest rate method, less any impairment loss.

Financial assets at amortized cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

## **ii. Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)**

For assets, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and where the company has exercised the option to classify the equity investment as at FVTOCI, all fair value changes on the investment are recognized in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.

## **iii. Financial assets at Fair Value through Profit and loss (FVTPL)**

with all changes recorded in the statement of profit and loss.

## **Non-derivative financial liabilities**

### **i. Financial liabilities at amortized cost.**

Financial liabilities at amortized cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity.

### **ii. Financial liabilities at Fair Value through Profit and loss (FVTPL)**

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognized in the statement of profit and loss.

### **iii. Derivative financial instruments and hedging activities**

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Company enters into derivative contracts to hedge the risks asserted with currency fluctuations relating to firm commitments and highly probable transactions. The Company does not use derivative instruments for speculative purposes.

The Company documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in Other Comprehensive Income. The ineffective portion of changes in the fair value of the derivative is recognized in the Statement of Profit and Loss.

Amounts accumulated in hedging reserve are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects the Statement of Profit and Loss.

The full fair value of a hedging derivative is classified as a current/ non-current, asset or liability based on the remaining maturity of the hedged item.

When a hedging instrument expires, swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in Statement of Changes in Equity is recognized in the Statement of Profit and Loss.

#### iv. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

#### v. Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the Balance Sheet date.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.

Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

#### h. Employee Benefits

##### i. Short term employee benefits:

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

##### ii. Post employment benefits:

###### Defined contribution plan:

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

###### Defined benefit plans:

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

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

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

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

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

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

#### i. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.



When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts

#### **j. Income Taxes**

Income tax comprises current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in other comprehensive income

##### **i. Current income tax**

Current income tax liability/ (asset) for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the year. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

##### **ii. Deferred tax**

Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

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

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

#### **k. Cash flow Statement:**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cash-flows. The cash flow from operating, investing and financing activities of the Company is segregated.

#### **l. Revenue Recognition**

The Company derives revenue primarily from software development and from the licensing of software products. The Company recognizes revenue when it transfers control over a product or a service to a customer. The method for recognizing revenues and costs depends on the nature of the services rendered.

The timing of revenue recognition, billings and cash collections results in receivables, unbilled revenue, and unearned revenue on the Company's Balance Sheet. Amounts are billed as work progresses in accordance with agreed-upon contractual terms, either at periodic intervals (e.g., monthly or quarterly) or upon achievement of contractual milestones.

The Company's receivables are rights to consideration that are unconditional. Unbilled revenues comprising revenues in excess of billings from time and material contracts and fixed-price maintenance contracts are classified as financial asset when the right to consideration is unconditional and is due only after a passage of time.

Invoicing to the clients for other fixed-price contracts is based on milestones as defined in the contract and therefore the timing of revenue recognition is different from the timing of invoicing to the customers. Therefore unbilled revenues for other fixed-price contracts (contract asset) are classified as "non-financial asset" because the right to consideration is dependent on completion of contractual milestones. Invoicing in excess of earnings is classified as "unearned revenue".

**Remaining performance obligation disclosure:**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation-related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material and unit of work-based contracts. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revaluations, and adjustment for revenue that has not materialized and adjustments for currency.

**i. Time and materials contracts**

Revenues from contracts priced on a time and material basis are recognized as the related services are performed and related costs are incurred.

**ii. Fixed-price contracts**

Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity.

If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

**iii. Maintenance Contracts**

Revenue from maintenance contracts is recognized ratably over the period of the contract using the "percentage-of-completion" method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight line basis over the specified period or under some other method that better represents the stage of completion.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period.

'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for whom no services are rendered are presented as 'Advance from customers'.

Revenues are reported net of Sales returns, GST and applicable discounts and allowances.

**m. Dividend and dividend distribution tax**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and is subject to applicable distribution taxes. The applicable distribution taxes are treated as an appropriation of profits.

**n. Foreign Currency transactions and translations**

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Profit and Loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

**o. Finance Income and expense**

Finance income consists of interest income on funds invested, dividend income and fair value gains on the FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Dividend income is recognized in the statement of profit and loss on the date that the Company's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method.

**p. Impairment**

**i. Financial assets**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss.

The Company assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable and unbilled revenue. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company recognizes lifetime expected credit losses for all trade receivables and/or other contract assets that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ECL allowance (or reversal) is recognized as income / expense in the Statement of Profit and Loss.

**ii. Non-financial assets**

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through Statement of Profit and Loss.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net off any accumulated depreciation/amortization) had no impairment loss been recognized for the asset in prior years.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assessor groups of assets (the "cash-generating unit").

**q. Earnings per share**

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

**r. Contingent Liabilities**

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

**s. Contingent Assets**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

**t. Events after the reporting period**

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue. On-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

**u. Intangible Assets**

Intangible assets are measured on initial recognition at cost (net of recoverable taxes, if any). Subsequently, intangible assets are carried out at cost less any accumulated amortization and accumulated impairment losses, if any. The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized as income or expenses in the Statement of Profit and Loss in the year of disposal.

**v. Borrowing Costs**

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

During the year company has not capitalized any borrowing cost.

**w. Rounding of amounts**

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

**x. Goods & Service Tax:**

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

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

## ACCOUNTING RATIOS

The following tables present certain accounting ratios as of respective periods. For details, see “*Financial Statements*” on page 80.

### Accounting Ratios (Consolidated)

Particulars	Based on Unaudited Consolidated Financial Results		Based on Audited Consolidated Financial Statements	
	As at and for the nine months ended December 31,2023	As at and for the nine months ended December 31,2022	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Basic earnings per share (₹)	0.07	0.06	0.08	0.25
Diluted earnings per share (₹)	0.07	0.06	0.08	0.25
Return on Net Worth (%)	0.59%	0.54%	0.70%	2.37%
Net Asset Value per Equity Share (₹)	12.05	11.97	12.00	11.91
EBITDA (₹ in Lakhs)	261.64	264.00	394.39	534.23

*Certified by M/s Sparks & Co., Chartered Accountants, Statutory Auditors of our Company vide their certificate dated February 16, 2024.*

The formula used in the computation of the above ratios are as follows:

<b>Basic earnings per share</b>	Net Profit/(Loss) after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (after adjusting non-controlling interest) from continued operations after exceptional item, as applicable/Weighted Average number of Equity Shares.
<b>Diluted earnings per share</b>	Net Profit/(Loss) after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (after adjusting non-controlling interest) from continued operation after exceptional item, as applicable/Weighted Average number of Equity Shares (including convertible securities).
<b>Return on net worth (in %)</b>	Profit/(Loss) for the period/year as per Statement of Profit and Loss attributable to Equity Shareholders from continued operations and discontinued operations (prior to other comprehensive income)/Net worth at the end of the period/year
<b>Net Worth as per 2(1) (hh) SEBI (ICDR) Regulation,2018</b>	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.
<b>Net asset value per Equity Share</b>	Net Worth at the end of the period or year/number of Equity Shares at the end of the period or year.
<b>EBITDA</b>	Profit/(Loss) for the period before finance costs, tax, depreciation, amortization and exceptional items from continued operations and discontinued operation as presented in the statement of profit and loss.

### Calculation of Return of Net Worth

Particulars	Based on Unaudited Consolidated Financial Results		Based on Audited Consolidated Financial Statements	
	As at and for the nine months ended December 31,2023	As at and for the nine months ended December 31,2022	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Net Profit/(Loss) after Tax from continued operations and discontinued operations (before OCI) (A)	49.02	44.43	57.96	195.45
Net Worth (B)*	8,348.97	8,299.03	8,319.76	8,261.90
<b>Return of Net Worth (A/B) (%)</b>	<b>0.59%</b>	<b>0.54%</b>	<b>0.70%</b>	<b>2.37%</b>

\*Net worth as per 2(1) (hh) of SEBI (ICDR) Regulations, 2018

### Calculation of Net asset value per Equity Share

Particulars	Based on Unaudited Consolidated Financial Results		Based on Audited Consolidated Financial Statements	
	As at and for the nine months ended December 31,2023	As at and for the nine months ended December 31,2022	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Net Worth (A) (₹ in Lakhs)	8,348.97	8,299.03	8,319.76	8,261.90
No. of shares (B) (in numbers)	69307248	69307248	69307248	69387000
<b>Net Assets Value (₹) [(A x 100,000) / B]</b>	<b>12.05</b>	<b>11.97</b>	<b>12.00</b>	<b>11.91</b>

### Calculation of EBITDA

Particulars	Based on Unaudited Consolidated Financial Results		Based on Audited Consolidated Financial Statements	
	As at and for the nine months ended December 31,2023	As at and for the nine months ended December 31,2022	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Net Profit/ Loss after Tax	49.02	44.43	57.96	195.65
Add: Taxes [Short/(Excess) provision for income tax of earlier years]	6.33	10.60	44.61	65.10
Add: Finance Cost	112.58	117.92	170.26	165.42
Add: Depreciation and Amortisation Expense	93.71	91.05	121.56	108.06
<b>EBITDA</b>	<b>261.64</b>	<b>264.00</b>	<b>394.39</b>	<b>534.23</b>

## **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following discussion of our financial condition and results of operations together with our Unaudited Consolidated Financial Results for the nine months period ended December 31, 2023 and Audited Consolidated Financial Statements as of and for the FY 2022-23 all prepared in accordance with the Companies Act and Ind AS, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled “Financial Information” on page 80. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results of our Company.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled “Risk Factors” and “Forward-Looking Statements” on pages 20 and 17 respectively.*

*Our financial year ends on March 31 of each year, so all references to a particular “financial year” and “Fiscal” are to the twelve (12) month period ended March 31 of that year. References to the “Company”, “we”, “us” and “our” in this chapter refer to Scanpoint Geomatics Limited on a consolidated basis, as applicable in the relevant period, unless otherwise stated. For further information, see “Financial Statements” beginning on page 80.*

### **OVERVIEW OF OUR BUSINESS**

Our Company is a geospatial technology company engaged in the business of developing a technology platform and solution in the field of Geographic Information System (GIS) and remote sensing. Our flagship technology IGiS is an indigenous software platform developed by us pursuant to contractual technical know-how arrangement of our Company with Indian Space Research Organisation (ISRO).

IGiS is a unique technology which brings GIS, Image Processing, Photogrammetry, and 3D GIS together on a single platform. We help solve complex geospatial data management to assist in meaningful, quick, effective, and efficient decision making. Our integrated technology platform and solutions enable us to provide comprehensive geomatics solutions to our clients. Backed on the domain knowledge and know-how provided by ISRO, we continue to innovate and enhance our products and solutions in line with technological trends and market needs.

Our Company has developed verticalized product and solution based on IGiS for segments which include agriculture, defense, land information, smart cities, urban planning, utilities, retail, and location-based services and caters to the specific business need of such respective segments using integrated GIS and remote sensing technology. Our Company also provides end to end turn-key solutions in the area of enterprise GIS implementation which includes GIS platform, customized web and Mobile GIS application, implementation services, data modeling, training and capacity building and post implementation O & M services.

Our Company is an ISO 9001:2015 certified company for providing geomatics solutions in the area of GIS, IP, CAD, LBS and surveys and our information security management system is ISO 27001:2013 certified. Our products and processes are compliant of OGC and CMMi3 quality and capability maturity standards.

### **SIGNIFICANT FACTORS AFFECTING OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled ‘Risk Factors’ on page 20. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Factors affecting the Geomatics industry;
- Increasing competition in the Industry;
- Ability to launch new products every year;
- Changes in government regulations, tax regimes, laws and regulations that apply to the industry;
- Changes in fiscal, economic or political conditions in India;
- Changes in the foreign exchange control regulations, interest rates and tax laws in India.

## CHANGE IN ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Unaudited Consolidated Financial Results and Audited Consolidated Financial Statements. For details of our significant accounting policies, please refer chapter titled “*Financial Statements*” on page 80 of this Letter of Offer.

## RESERVATIONS, QUALIFICATIONS, MATTER OF EMPHASIS AND ADVERSE REMARKS/OTHER OBSERVATION IN CARO

The following is the summary of qualification/reservations/emphasis of matters/adverse remarks/other observations in CARO (as applicable) in the Audited Financial Statements for the FY 2022-23 and for the nine months period ended December 31,2023.

Period	Nature of Financials	Qualifications/Reservations/Matter of Emphasis/Adverse Remarks/Other Observations in CARO
Nine months period ended December 31,2023	Consolidated	<b><u>Qualification/Reservations/Adverse Remarks:</u></b> <u>NIL</u>  <b><u>Matter of Emphasis:</u></b> <u>NIL</u>
Nine months period ended December 31,2023	Standalone	<b><u>Qualification/Reservations/Adverse Remarks:</u></b> <u>NIL</u>  <b><u>Matter of Emphasis:</u></b> <u>NIL</u>
FY 2022-23	Consolidated	<b><u>Qualification/Reservations/Adverse Remarks:</u></b> <u>NIL</u>  <b><u>Matter of Emphasis:</u></b> <u>NIL</u>
FY 2022-23	Standalone	<b><u>Qualification/Reservations/Adverse Remarks:</u></b> <u>NIL</u>  <b><u>Matter of Emphasis:</u></b> <u>NIL</u>  <b><u>Other Observations in CARO:</u></b> 1 (c) In respect of the Company’s Property, Plant and Equipment and Intangible Assets: We are unable to form an opinion on whether the title deeds of immovable property are held in the name of company since the management has not provided necessary documentary evidences, in order to certify whether, the title deeds of immovable properties are held in the name of the Company.  3 (d) In respect of loans granted by the Company, the loan is granted to its subsidiary company which is interest free loan and no schedule of repayment has been stipulated. In the absence of repayment schedule, we could not comment whether the loan is overdue or not.  3 (e) In respect of loans granted by the Company, the loan is granted to its subsidiary company which is interest free loan and no schedule of repayment has been stipulated. Hence, we cannot comment as to whether the loan granted by the company has been renewed or extended or fresh loans has been granted to settle the overdue of existing loans given to the same party.  <u>3 (f) The Company has granted loans or advances in the nature of loans for which no terms and condition for repayment has been specified. The details of which are as under:</u>



- Aggregate amount granted/provided during the year - ₹ 0.74 lakhs
- Balance outstanding as at the balance sheet date in respect of above case – ₹132.21 lakhs

The above loan is granted to its subsidiary company for which terms or period of repayment is not specified.

7 (c) According to the records of the Company, except income tax dues, no dues of service tax, duty of customs, excise duty, value added tax, goods and service tax, cess which have not been deposited on account of disputes.

The particulars of dues of Income Tax outstanding as at March 31,2023 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of Dues	Amount Unpaid (In ₹ lakhs)	Period to which amount relate	Forum where dispute is pending
Income Tax Act	Income Tax	97.36	A.Y.2016-17	CIT (A)-8, Ahmedabad

## PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

### **Revenue**

Our revenue comprises of:

#### *Revenue from operations*

Revenue from operations is due to sales of products and sale of service which are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of products and services to customers. The method for recognizing revenues and costs depends on the nature of the services rendered or product sold.

#### *Other Income*

Other income primarily comprises recurring income which includes interest income on fixed deposits placed with banks, financial institutions and others, as-well-as, certain non-recurring income such as creditors written back, statutory provision written off, gain on foreign currency transactions and miscellaneous income.

### **Expenses**

Our expenses primarily comprise cost of raw material consumed, changes in inventories of stock-in-trade, employee benefit expenses, finance costs, depreciation and amortization expenses, travel expense and other expenses.

#### *Cost of Raw Material Consumed*

The purchase of raw material comprises of purchase of Ink and PVC Flex sheet required for GIS ancillary Services.

#### *Changes in inventories of stock-in-trade*

Changes in inventories of stock-in-trade comprises of project work in progress expenditure which is under development stage.

### *Employee benefit expenses*

Employee benefit expense consists of salaries, wages, gratuity, bonus, commission, contribution to provident fund & other funds and staff welfare expenses.

### *Travel Expense*

Travel expense consists of traveling and conveyance expenses.

### *Other expenses*

Other expenses comprises survey expense, rent expense, commission & brokerage, advertisement & business promotion, base map creation & satellite image expense, digitization & printing of map expense, repair & maintenance expenses, legal & professional fees, electricity, insurance expense, printing expense, computer and software expense, bank guarantee charges and miscellaneous expenses.

### *Finance cost*

Finance cost comprises interest expense and other finance costs. Interest expense, generally, comprises interest on secured loans and unsecured loans, interest on income tax, and TDS. Other finance costs consist of bank commission, letter of credit charges, interest on buyer's credit, loan processing charges, commission on corporate guarantee, loan repayment charges and term loan renewal charges.

### *Depreciation and Amortisation Expense*

Depreciation and amortization expense comprises depreciation on property, plant and equipment, office equipment, furniture & fixtures, vehicles, computers & peripherals, electric installation and amortization of intangible assets.

### *Tax expenses*

Tax expense comprises current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or credit is recognized based on the difference between taxable profit and book profit due to the effect of timing differences. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

## Results of our Operations

The following table sets forth certain information with respect to our results of operations for the periods indicated:

(₹ in lakhs)

Particulars	As on December 31,2023		As on December 31,2022		FY 2022-23		FY 2021-22	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Revenue from Operations	1,024.65	96.30%	1,079.57	97.35%	1,700.32	97.64%	3,302.74	98.73%
Other Income	39.41	3.70%	29.36	2.65%	41.13	2.36%	42.49	1.27%
<b>Total Revenue</b>	<b>1,064.06</b>	<b>100.00%</b>	<b>1,108.93</b>	<b>100.00%</b>	<b>1,741.45</b>	<b>100.00%</b>	<b>3,345.22</b>	<b>100.00%</b>
Cost of Raw Material Consumed	-	-	-	-	50.07	2.88%	309.37	9.25%
Employee Benefit Expense	327.36	30.77%	452.12	40.77%	644.54	37.01%	791.61	23.66%
Travel Expense	41.42	3.89%	81.34	7.33%	105.09	6.03%	120.93	3.61%
Other Expenses	433.64	40.75%	311.47	28.09%	547.37	31.43%	1,589.08	47.50%
Financial Costs	112.58	10.58%	117.92	10.63%	170.26	9.78%	165.42	4.94%
Depreciation and Amortization Expense	93.71	8.81%	91.05	8.21%	121.56	6.98%	108.06	3.23%
<b>Total Expenses</b>	<b>1,008.71</b>	<b>94.80%</b>	<b>1,053.90</b>	<b>95.04%</b>	<b>1,638.89</b>	<b>94.11%</b>	<b>3,084.48</b>	<b>92.21%</b>
<b>Profit Before Tax</b>	<b>55.35</b>	<b>5.20%</b>	<b>55.03</b>	<b>4.96%</b>	<b>102.56</b>	<b>5.89%</b>	<b>260.75</b>	<b>7.79%</b>
Tax expense:								
- Current Tax	26.82	2.52%	19.67	1.77%	37.19	2.14%	71.93	2.15%
- Deferred tax	(20.49)	(1.93)%	(9.07)	(0.82)%	(0.56)	(0.03)%	(6.84)	(0.20)%
- Tax Adjustment of previous year	-	-	-	-	7.98	0.46%	-	-
<b>Net Tax expenses</b>	<b>6.33</b>	<b>0.59%</b>	<b>10.60</b>	<b>0.96%</b>	<b>44.61</b>	<b>2.56%</b>	<b>65.09</b>	<b>1.95%</b>
<b>Profit/(Loss) for the period</b>	<b>49.02</b>	<b>4.61%</b>	<b>44.43</b>	<b>4.01%</b>	<b>57.96</b>	<b>3.33%</b>	<b>195.65</b>	<b>5.85%</b>

### Nine months period ended December 31, 2023 compared to December 31, 2022

Our total revenue for the nine months period ended December 31, 2023 was ₹1,064.06 lakhs as compared to ₹1,108.93 lakhs for the nine months period ended December 31, 2022, representing a decrease of 4.05%. Total revenue comprises of:

#### Revenue from Operations

Our revenue from operations for the nine months period ended December 31, 2023 was ₹1,024.65 lakhs as compared to ₹1,079.57 lakhs for the nine months period ended December 31, 2022, representing a decrease of 5.09%. The decrease was primarily on account of change in product mix of our Company wherein the Company has strategically reduced the sale of non-core products and its associated services to focus on increasing the sales of core software products and services.

### *Other Income*

Other income for the nine months period ended December 31, 2023, was ₹39.41 lakhs as compared to ₹29.36 lakhs for the nine months period ended December 31, 2022, representing an increase of 34.23%. The increase in other income was primarily due to an increase in interest income on fixed deposits.

### **Expenses**

Our total expenditure for the nine months period ended December 31, 2023, was ₹1,008.71 lakhs as compared to ₹1,053.90 lakhs for the nine months period ended December 31, 2022, representing a decrease of 4.29%. Total expenditure comprises of:

#### *Cost of Material Consumed*

The Cost of Material Consumed for the nine months period ended December 31, 2023, was ₹ NIL as compared to ₹ NIL for the nine months period ended December 31, 2022.

#### *Employee benefit expenses*

Employee benefit expense for the nine months period ended December 31, 2023, was ₹327.36 lakhs as compared to ₹452.12 lakhs for the nine months period ended December 31, 2022, representing a decrease of 27.59%. The decrease was primarily due to a reduction in staff and project specific employees in non-core and low margin segments.

#### *Travel Expense*

Travel Expense for the nine months period ended December 31, 2023, was ₹41.42 lakhs as compared to ₹81.34 lakhs for the nine months period ended December 31, 2022, representing a decrease of 49.08%. The decrease was primarily due to the transition to virtual meetings from in-person meetings.

#### *Other expenses*

Other expenses for the nine months period ended December 31, 2023, was ₹433.64 lakhs as compared to ₹311.47 lakhs for the nine months period ended December 31, 2022, representing an increase of 39.22%. The increase was primarily due to increase in project operation expenses, bank guarantee and interest & penalty on taxes.

#### *Finance cost*

Finance cost for the nine months period ended December 31, 2023, was ₹112.58 lakhs as compared to ₹117.92 lakhs for the nine months period ended December 31, 2022, representing a decrease of 4.53%. The decrease in finance cost was primarily due to repayment of certain borrowings.

#### *Depreciation and Amortisation Expense*

Depreciation and amortization expense for the nine months period ended December 31, 2023, was ₹93.71 lakhs as compared to ₹91.05 lakhs for the nine months period ended December 31, 2022, representing an increase of 2.92%. The increase was due to capital expenditure made towards the computer and peripherals, office equipment and other assets.

#### *Profit/Loss before Tax*

The profit/(loss) before tax for the nine months period ended December 31, 2023, was ₹55.35 lakhs as compared to ₹55.03 lakhs for the nine months period ended December 31, 2022, representing an increase of 0.58%. The increase in profit before tax was primarily on account of increase in other income, decrease in employee benefit expense, travel expense and finance cost.

#### *Taxation*

Total tax expense for the nine months period ended December 31, 2023, was ₹ 6.33 lakhs as compared to ₹10.60 lakhs for the nine months period ended December 31, 2022, representing a decrease of 40.28%. The decrease was

primarily due to decrease in deferred tax for the nine months period ended December 31, 2023 as compared to December 31, 2022.

#### *Profit/Loss after Tax*

In light of the above discussion, our Company earned a profit after tax for the nine months period ended December 31, 2023, was ₹49.02 lakhs as compared to ₹44.43 lakhs for the nine months period ended December 31, 2022, representing an increase of 10.33%.

### **FY 2022-23 compared to FY 2021-22**

#### ***Total Revenue***

Our total revenue for the FY 2022-23 was ₹1,741.45 lakhs as compared to ₹3,345.22 lakhs for the FY 2021-22, representing a decrease of 47.94%. Total revenue comprises of:

#### *Revenue from operations*

Our revenue from operations for the FY 2022-23 was ₹1,700.32 lakhs as compared to ₹3,302.74 lakhs for the FY 2021-22, representing a decrease of 48.52%. The decrease was primarily on account of change in product mix of our Company wherein the Company has strategically reduced the sale of non-core products and its associated services to focus on increasing the sales of core software products and services.

#### *Other income*

Other income for the FY 2022-23 was ₹41.13 lakhs as compared to ₹42.49 lakhs for the FY 2021-22, representing a decrease of 3.20%. The decrease in other income was primarily due to a decrease in interest income from others which partially offset by increase in interest income on fixed deposit.

#### ***Expenses***

Our total expenditure for the FY 2022-23 was ₹1,638.89 lakhs as compared to ₹3,084.48 lakhs for the FY 2021-22, representing a decrease of 46.87%. Total expenditure comprises of:

#### *Cost of Raw Material Consumed*

The Cost of Raw Material Consumed for the FY 2022-23 was ₹50.07 lakhs as compared to ₹309.37 lakhs for the FY 2021-22, representing a decrease of 83.82%. The decrease was primarily on account of cost savings due to reduction in sale of non-core software products and its associated services.

#### *Employee benefit expenses*

Employee benefit expense for the FY 2022-23 was ₹644.54 lakhs as compared to ₹791.61 lakhs for the FY 2021-22, representing a decrease of 18.58%. This decrease was primarily due to a reduction in staff and project specific employees in non-core and low margin segments.

#### *Travel Expense*

Travel Expense for the FY 2022-23 was ₹105.09 lakhs as compared to ₹120.93 lakhs for the FY 2021-22, representing a decrease of 13.10%. The decrease was primarily due to the transition to virtual meetings from in-person meetings.

#### *Other expenses*

Other expenses for the FY 2022-23 were ₹547.37 lakhs as compared to ₹1,589.08 lakhs for the FY 2021-22, representing a decrease of 65.55%. The decrease was primarily due to a decrease in survey expenses in line with decrease in sales volume of our products.

### *Finance cost*

Finance cost for the FY 2022-23 was ₹170.26 lakhs as compared to ₹165.42 lakhs for the FY 2021-22, representing an increase of 2.93%. The increase was primarily due to an increase in interest on bank borrowings.

### *Depreciation and Amortisation Expense*

Depreciation and amortization expense for the FY 2022-23 was ₹121.56 lakhs as compared to ₹108.06 lakhs for the FY 2021-22, representing an increase of 12.49%. The increase was due to capital expenditure made towards the computer and peripherals, office equipment and other assets.

### *Profit/Loss before Tax*

The profit/(loss) before tax for the FY 2022-23 of ₹102.56 lakhs as compared to ₹260.75 lakhs for the FY 2021-22. The decrease in profit before tax was primarily on account of a decrease in revenue from operations, other income and increase in finance cost.

### *Taxation*

Total tax expense for the FY 2022-23 was ₹44.61 lakhs as compared to ₹65.09 lakhs for the FY 2021-22, representing a decrease of 31.46%. The decrease was primarily due to a decrease in taxable income for the FY 2022-23 as compared FY 2021-22.

### *Profit/Loss after Tax*

In light of the above discussion, our Company earned a profit for FY 2022-23 of ₹57.96 lakhs as compared to ₹195.66 lakhs for the FY 2021-22, representing a decrease of 70.38%.

### **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” and chapter titled “*Management Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 20 and 83 respectively, of this Letter of Offer, to our knowledge, there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

### **Related Party Transactions**

For details, please see the chapter titled “*Financial Statements*” beginning on page 80.

### **Significant developments after March 31, 2023 that may affect our future results of operations**

Other than as disclosed in this Letter of Offer, there have been no significant developments after March 31, 2023 that may affect our future results of operations. For further information, please see the chapter titled “*Material Developments*” on page 91.

## MATERIAL DEVELOPMENTS

Except as stated in this Letter of Offer and as disclosed below, to our knowledge, no material developments have arisen since March 31, 2023, which materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities:

**1. Increase in authorised share capital of the Company.**

Our Company at its Extra-Ordinary General Meeting held on August 25, 2023, has increased its authorised share capital from ₹20,00,00,000/- (Rupees Twenty Crores Only) comprising of 10,00,00,000 (Ten Crores Only) Equity Shares of ₹2/- (Rupees Two Only) each to ₹35,00,00,000/- (Rupees Thirty Five Crores Only) comprising of 17,50,00,000 (Seventeen Crores and Fifty Lakhs Only) Equity Shares of ₹2/- (Rupees Two Only) each.

2. Our Company has filed an application dated May 09, 2023 filed by our Company pursuant to Regulation 31A of the SEBI Listing Regulations for re-classification of one of the promoters of the Company namely, Chirag Jayantilal Soni as a “Public” Shareholder of the Company.
3. Kishanbhai Mohanbhai Patel (DIN: 06786705) has resigned from the Company as an independent director with effect from September 18, 2023.
4. Dhaval Parekh (Mem No: A50314) has resigned from the Company as Company Secretary and Compliance Officer with effect from January 02, 2024.
5. Komal Peshwani (Membership No. A63874) has appointed as Company Secretary and Compliance Officer with effect from January 31, 2024.

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND OTHER DEFAULTS

*Except as described below, there are no material outstanding litigations with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and/or our Subsidiary, (ii) material violations of statutory regulations by our Company and/or our Subsidiary, (iii) economic offences where proceedings have been initiated against our Company and/or our Subsidiary, (iv) any pending matters, which if they result in an adverse outcome would materially and adversely affect operations or financial position of our Company and/or our Subsidiary, and (v) tax matters.*

*In determining whether any outstanding litigation against our Company, other than litigation involving (a) moral turpitude or criminal liability on the part of our Company and/or our Subsidiary, (b) material violations of statutory regulations by our Company and/or our Subsidiary or (c) proceedings relating to economic offences initiated our Company and/or our Subsidiary, would have a material adverse effect on our business, the materiality threshold has been determined based on threshold prescribed under the SEBI Listing Regulations.*

*Pre-litigation notices received by our Company and/or our Subsidiary from third parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) have not been evaluated for materiality until such time our Company and/or our Subsidiary are impleaded as defendants in litigation proceedings before any judicial forum.*

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

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

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

1. An I.P under Companies Act bearing registration number 2/2021 has been filed before Hon'ble National Company Law Tribunal, Ahmedabad Bench by Mrs. Rama Hasmukh Sojitra and Mr. Hasmukh Bavanji Sojitra (petitioners therein) against our Company along with 26 (twenty six) other respondents (respondents therein) for rectification of register of members of the Company under Section 59 of the Companies Act, 2013 by way of directing the Company to restore the name of the 2 (two) petitioners therein as members of the Company and granting to the petitioners all such benefits as may be given to other shareholders of the Company from the date of removal of the name of the petitioners from the register of members. The matter is pending as on date of filing of this Letter of Offer and the next date of hearing is February 29, 2024.
2. Our Company filed an income tax return for the A.Y. 2016-17 declaring the total taxable income as NIL and claiming TDS refund of ₹8,43,960/- before ITO Ward 4(1)(1), Ahmedabad on October 16, 2016. The said income tax return for the A.Y. 2016-17 was processed under Section 143 (1) (a) of IT Act accepting the returned income. The case of our Company was selected under Computer Aided Scrutiny Selection (CASS) for e-proceeding and the Assessing Officer Ward 4(1)(1), issued e-notices under Section 143(2) and 142(1) of the IT Act to our Company and alleged that the same were not responded by our Company. Accordingly, the Assessing Officer passed an assessment order passed under Section 143(3) of the IT Act making additions of ₹8,27,66,404/- in the income of our Company by disallowing deductions claimed by our Company. Being aggrieved by such additions made by the Assessing Officer, our Company filed a rectification application under Section 154 of the IT Act with ITO Ward 4(1)(1) on December 27, 2018. Due to no response or order from the ITO Ward 4(1)(1), our Company filed an appeal before the Commissioner of Income-Tax (Appeals) under Section 246(1)(a) of the IT Act on January 18, 2019 (“**Appeal**”). As on the date of filing of this Letter of Offer, the Appeal is pending before the Commissioner of Income-Tax (Appeals) and the initial outstanding demand of ₹2,08,74,300/- is now reduced to ₹1,04,87,430/- on the date of filing of this Letter of Offer, after adjusting (a) refund for the A.Y. 2017-18 amounting to ₹24,23,480/-; (b) refund for the A.Y. 2018-19 amounting to ₹31,73,040/-; (c) refund for the A.Y. 2019-20 amounting to ₹39,97,350/-; (d) security deposit amounting to ₹7,50,000/-; and (e) from our Company's account amounting to ₹43,000/-. Further, our Company has also filed an application dated March 06, 2020 (**‘Extension Application’**) praying for extension/continuation of stay of demand granted to our Company vide order dated November 21, 2019. Pursuant to letter dated March 12, 2020 issued by the Additional Commissioner of Income Tax, Range – 4(1)



bearing reference number Add CIT 4(1)/Stay/Scanpoint – II/2019-20 our Company’s Extension Application was allowed and stay was extended on the recovery proceedings until disposal of our Company’s first appeal before Commission of Income Tax (Appeals).

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

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

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

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

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

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

## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

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

### **Material pending government and regulatory approvals pertaining to the Objects of the Issue**

Since, our Company intends to utilize the proceeds of the Issue, after deducting Issue related expenses towards repayment in full or part of identified unsecured loan, long term working capital requirement and for general corporate purposes, no government and regulatory approval pertaining to the Objects of the Issue will be required.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

This Issue has been authorized by the resolution passed by our Board at its meeting held on October 20, 2023 pursuant to Section 62(1)(a) and other provisions of the Companies Act.

The Rights Issue Committee of our Company, in their meeting held on Tuesday, February 13, 2024, has determined the Issue Price as ₹5 per Rights Equity Share including a premium of ₹3 per Rights Equity Share and the Rights Entitlements as 1 (One) Rights Equity Shares for every 1 (One) fully paid up Equity Shares held on the Record Date. The Issue Price has been arrived at in consultation with the Lead Manager.

Our Company has received 'in-principle' approval for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide letter bearing reference number LOD/RIGHT/VK/FIP/1155/2023-24 dated February 8, 2024 issued by BSE for listing of the Rights Equity Shares to be Allotted pursuant to the Issue. Our Company will also make applications to BSE to obtain their trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE967B20028 for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Equity Shareholders of our Company. For details, see "*Terms of the Issue*" on page 103 of this Letter of Offer.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, the Promoters, Promoter Group, the Directors and persons in control of our Company have not been or are not prohibited from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer..

Neither our Company nor our Promoters have been penalized by SEBI for violations of provisions of SEBI LODR Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015 in the last 5 years. There are no outstanding SEBI actions against our Company or our Promoters and members of our Promoter Group as on the date of this Letter of Offer. For details, see chapter titled "*Outstanding Litigations and Other Defaults*" on page 92 in the chapter titled Outstanding Litigations and Other Defaults.

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

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

Neither our Promoters nor our Directors are declared as Fugitive Economic Offenders under Section 12 of Fugitive Economic Offenders Act, 2018.

### **Association of our Directors with the securities market**

None of our Directors are associated with the securities market.

### **Prohibition by RBI**

Neither our Company, our Promoters nor our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrower.

### **Eligibility for the Issue**

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Presently, the Equity Shares of the Company are listed on the BSE. We are eligible to undertake the Issue in terms of Chapter

III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI to the SEBI ICDR Regulations.

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

The present Issue being of less than ₹5,000 Lakhs, Our Company is in compliance with the first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI, i.e. [www.sebi.gov.in](http://www.sebi.gov.in).

#### **Compliance with Regulation 61 and 62 of the SEBI ICDR Regulations**

Our Company is in compliance with requirements of Regulation 61 and 62 of the SEBI ICDR Regulations to the extent applicable. Our Company undertakes to make an application for listing of the Rights Equity Shares to be Allotted pursuant to the Issue. BSE Limited is the Designated Stock Exchange for the purpose of the Issue.

#### **Compliance with Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations**

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations as explained below:

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

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

#### **DISCLAIMER CLAUSES**

##### **1. Disclaimer clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS LETTER OF OFFER. THE LEAD MANAGER, VIVRO FINANCIAL SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, VIVRO**

**FINANCIAL SERVICES PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 16, 2024, WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISING THE LETTER OF OFFER OF THE SUBJECT ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - A. THE LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE MATERIAL DISCLOSURES MADE IN THE LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. BESIDES OURSELVES, ALL INTERMEDIARIES NAMED IN THE LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE, SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS- NOT APPLICABLE**
- 5. WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE LETTER OF OFFER WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE LETTER OF OFFER. - NOT APPLICABLE, BEING A RIGHTS ISSUE**
- 6. ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE LETTER OF OFFER - NOT APPLICABLE, BEING A RIGHTS ISSUE**
- 7. ALL APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE - NOT APPLICABLE, BEING A RIGHTS ISSUE**

8. **NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.- NOTED FOR COMPLIANCE TO THE EXTENT APPLICABLE**
9. **THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE**
10. **FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE LETTER OF OFFER:**
  - A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER WHERE AN ISSUER HAS OUTSTANDING SUPERIOR RIGHTS EQUITY SHARES - COMPLIED WITH (THE COMPANY HAS NOT ISSUED ANY SUPERIOR RIGHTS EQUITY SHARES); AND**
  - B. **THAT THE ISSUER SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI.**
11. **WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 TO THE EXTENT APPLICABLE.**
12. **IF APPLICABLE, THE COMPANY IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THE SEBI ICDR REGULATIONS, 2018 – NOT APPLICABLE, BEING A RIGHTS ISSUE**

**THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE LETTER OF OFFER.**

## **2. Disclaimer from our Company and the Lead Manager**

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

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

## **Cautions**

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

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlements, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date.

### **3. Disclaimer with respect to jurisdiction**

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

### **4. Disclaimer Clause of the Stock Exchange**

As required, a copy of the Letter of Offer has been submitted to BSE. The disclaimer clause, as intimated by BSE to us, post scrutiny of the Draft Letter of Offer is produced herein below:

*“BSE Limited (“the Exchange”) has given vide its letter dated February 08, 2024 permission to this Company to use the Exchange’s name in this Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner*

- *Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer;*  
*or*
- *Warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or*
- *Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;*

*and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”*

### **Designated Stock Exchange**

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

### **Filing**

This Letter of Offer is being filed with the Stock Exchange i.e., BSE as per the provisions of the SEBI ICDR Regulations. Further, in terms of SEBI ICDR Regulations, our Company will simultaneously do an online filing with SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI for record purposes only.

### **Selling Restrictions**

This Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, and the Application Form (“**Issue Material**”) and the issue of Rights Entitlements and Rights Equity Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Material may come are required to inform themselves about and observe such restrictions.

We are making this Issue of Equity Shares on a rights basis to the Eligible Equity Shareholders and will send/dispatch the **Issue Material** only to such Eligible Equity Shareholders who have provided an Indian address to our Company/Registrar.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Issue Material or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer has been filed with the Stock Exchange.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter and the Application Form nor any sale or offer hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

**THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS BUSINESS, LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF BUYING OR SELLING OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER NOR ANY OF THEIR RESPECTIVE AFFILIATES ARE MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS EQUITY SHARES OR THE RIGHTS ENTITLEMENTS REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS EQUITY SHARES OR THE RIGHTS ENTITLEMENTS BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

#### **NO OFFER IN THE UNITED STATES**

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THIS LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Accordingly, the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on



behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of the Rights Equity Shares in India.

**We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which: (i) does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.**

Rights Entitlements may not be transferred or sold to any person in the United States.

#### **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

#### **Investor Grievances and Redressal System**

In compliance with Securities and Exchange Board of India Master Circular for Online Dispute Resolution (“ODR”) bearing reference number SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (“**SEBI ODR Master Circular**”) we have completed the registration process of our Company on the Smart Market Approach for Resolution through ODR Portal (“**SMART ODR**”). Further we undertake to resolve and take action on the complaints received in respect of the Issue expeditiously and satisfactorily and in accordance with the timelines provided under the SEBI ODR Master Circular and Securities and Exchange Board of India Circular bearing reference number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023. The Company has authorized its Company Secretary as the Compliance Officer to redress all complaints in relation to the Issue including any complaints regarding the post-issue activities of the Issue such as allotment, refund, and dispatch.

Our Company has adequate arrangements for the redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (“**SCORES**”), as required by the SEBI Circular no. CIR/ OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders' Relationship Committee which meets at least once a year and as and when required, to deal with and monitor redressal of complaints from shareholders. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights.

Link Intime India Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 30 days from the receipt of the complaint.

### **Investor Grievances arising out of the Issue**

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

Investors may contact the Registrar to the Issue, or our Company Secretary and Compliance Officer for any Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole / first holder, folio number or demat account number, serial number of the Application Form, number of the Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see “*Terms of the Issue*” on page 103.

Investors may contact the Registrar to the Issue at:

#### **Registrar to the Issue**

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

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

**Contact Person:** Shanti Gopalkrishnan

**Tele:** + 91-22-4918 6000

**Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

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

**Investor Grievance ID:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

**SEBI Registration No.:** INR000004058

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post -Issue related matters such as non-receipt of Allotment Advice/demat credit/refund orders etc.

Komal Peshwani is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

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

##### **Komal Peshwani**

D-1002-1021, 10<sup>th</sup> Floor,  
Swati Clover Shilaj Circle,  
S.P. Ring Road, Shilaj, Daskroi,  
Ahmedabad - 380059,

**Telephone:** +91-079-4602 3912

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

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

In accordance with the SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at <http://www.linkintime.co.in>. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022 - 4918 6000.

## SECTION VIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Letter of Offer and this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the SEBI ICDR Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this section.*

*Investors are requested to note that application in this Issue can only be made through ASBA.*

### OVERVIEW

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreement entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment Advice.

#### **Important:**

#### **1. Dispatch and availability of Issue Material:**

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send/dispatch, at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material (“**Issue Material**”) only to such Eligible Equity Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Material will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further this Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company, and who makes a request in that regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, this Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then this Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- i. our Company at [www.sgligis.com](http://www.sgligis.com);
- ii. the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in)
- iii. the Lead Manager at [www.vivro.net](http://www.vivro.net);
- iv. the Stock Exchange at [www.bseindia.com](http://www.bseindia.com); and

Shareholders who have not received the Application Form may apply, along with the requisite Application Money, by using the Application Form available on the websites above, or on plain paper, with the same details as mentioned in the Application Form available online.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number (in case of Eligible

Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.sgligis.com](http://www.sgligis.com)).

Our Company along with the Lead Manager will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

## **2. Process of Making an Application in this Issue:**

**In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please see “*Procedure for Application through the ASBA Process*” on pages 105.**

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as may be applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “*Term of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 115.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

**Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “*Terms of the Issue - Grounds for Technical Rejection*” on page 111. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see “*Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 106.

### **Options available to the Eligible Equity Shareholders**

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

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
5. Renounce its Rights Entitlements in full.

### **Procedure for Application through the ASBA Process**

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCSB prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be responsible for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

#### *Do's for Investors applying through ASBA*

1. Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
2. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated, as the Rights Equity Shares will be Allotted in the dematerialized form only.
3. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
4. Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

5. Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
6. Ensure that you have a bank account with a SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
7. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
8. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

*Don'ts for investors applying through ASBA*

1. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
2. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.
3. Do not send your physical Application to the Lead Manager, the Registrar, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
4. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
5. Do not submit Application Form using third party ASBA account.

**Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar, Stock Exchange or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Scanpoint Geomatics Limited;

2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option - only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹5 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. All such Eligible Equity Shareholders are deemed to have accepted the following:

*"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. **Securities Act**), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (**United States**), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (**Regulation S**) to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

*I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.*

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in 'Restrictions on Foreign Ownership of Indian Securities' on page 129.*

*I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the U.S. Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act.*

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

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor.

The plain paper Application format will be available on the website of the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

### **Making an Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense escrow account on behalf of such shareholder. For further details, see "*Terms of the Issue – Credit of Rights Entitlement in demat account of Eligible Equity Shareholders*" on page 115.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery



so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;

2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date; and
3. The remaining procedure for Application shall be same as set out in “*Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 106.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

**PLEASE NOTE THAT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### **Application for Additional Rights Equity Shares**

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Terms of the Issue - Basis of Allotment*” beginning on page 124.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

#### **Additional general instructions for Investors in relation to making an Application**

1. Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
2. The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
3. Application should be made only through the ASBA facility.
4. In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.
5. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCSB, prior to making the Application.
6. Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and / or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
7. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary

details as mentioned under “*Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 106.

8. Applications should be submitted to the Designated Branch of the SCSB or made online / electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.
9. Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
10. Applications should not be submitted to the Banker(s) to the Issue, our Company or the Registrar or the Lead Manager.
11. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income Tax Act, 1961, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
12. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (**Demographic Details**) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and / or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match 3 parameters i.e., (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
13. By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
14. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his / her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
15. Investors should provide correct DP ID and Client ID / Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID should match the demat account details in the records available with Company and / or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

16. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
17. All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first / sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
18. Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
19. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
20. Do not submit the General Index Registrar number instead of the PAN as the application is liable to be rejected on this ground.
21. Avoid applying on the Issue Closing Date due to risk of delay / restrictions in making any physical Application.
22. Do not pay the Application Money in cash, by money order, pay order or postal order.
23. Do not submit multiple Applications.
24. No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.
25. An Applicant being an Overseas Corporate Body (OCB) is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.
26. Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.

### **Grounds for Technical Rejection**

Applications made in this Issue are liable to be rejected on the following grounds:

1. DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
2. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
3. Sending an Application to our Company, the Lead Manager, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
4. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

5. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to a regulatory order.
6. Account holder not signing the Application or declaration mentioned therein.
7. Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
8. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
9. Submitting the General Index Registrar number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
10. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
11. Applications by SCSB on its own account, other than through an ASBA Account in its own name with any other SCSB.
12. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
13. Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
14. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
15. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
16. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and / or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
17. Applications which have evidence of being executed or made in contravention of applicable securities laws.
18. Applicants holding physical shares not submitting the documents. For further details, see “*Terms of the Issue – Making an application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 108.
19. Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

## Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with / without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “*Procedure for Applications by Mutual Funds*” on page 114.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by our Promoters to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure*” on page 44.

## Procedure for Applications by certain categories of Investors

### *Procedure for Applications by FPIs*

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a category I FPI); (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to, *inter alia*, the following conditions:

- a. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

#### *Procedure for Applications by AIFs, FVCIs, VCFs and FDI route*

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and the SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to a rights issue. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to a rights issue. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any Allotments made by relying on such approvals.

#### *Procedure for Applications by NRIs*

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (**OCI**) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Circular 2020 has been recently amended to state that all investments by entities incorporated in a country which shares a land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (**Restricted Investors**), will require prior approval of the Government. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

#### *Procedure for Applications by Mutual Funds*

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

#### *Procedure for Applications by Systemically Important Non-Banking Financial Companies (NBFC-SI)*

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of Reserve Bank of India Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

### **Last date for Application**

The last date for submission of the duly filled in the Application Form or a plain paper Application is Thursday, March 7, 2024 i.e., Issue Closing Date. Our Board and, or, the Rights Issue Committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding thirty days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with a SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as set out in entitled "*Terms of the Issue - Basis of Allotment*" on page 124.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **Withdrawal of Application**

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

### **Disposal of Application and Application Money**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified, and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period on or before T+1 day (T: Basis of allotment day). In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

## **3. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

### **Rights Entitlements**

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialized form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of the Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.sgligis.com](http://www.sgligis.com)).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for subscription of Rights Equity Shares offered under the Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

### **Credit of Rights Entitlements in demat account**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with CDSL and NSDL for crediting the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE967B20028. The ISIN for the Rights Entitlements shall remain frozen (for debit) until the Issue Opening Date. The ISIN for the Rights Entitlements shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by Tuesday, March 5, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY.**



**FOR DETAILS, SEE “PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS” ON PAGE 105.**

**Other important links and helpline:**

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.linkintime.co.in](http://www.linkintime.co.in)
- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: [www.linkintime.co.in](http://www.linkintime.co.in)
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.linkintime.co.in](http://www.linkintime.co.in)
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

**4. Renunciation and Trading of Rights Entitlement**

**Renounees**

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

**Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

**Procedure for Renunciation of Rights Entitlements**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (**On Market Renunciation**); or (b) through an off-market transfer (**Off Market Renunciation**), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

*On Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE967B20028 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, February 28, 2024 to Friday, March 1, 2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE967B20028 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and SEBI.

#### *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE967B20028, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the CDSL and NSDL from time to time.

## **5. MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

The Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have

sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### *Mode of payment for Resident Investors*

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### *Mode of payment for Non-Resident Investors*

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income Tax Act, 1961. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents / NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR / NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

#### **6. Basis for this Issue and Terms of this Issue**

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see “*The Issue*” on page 38.

### **Face Value**

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

### **Issue Price**

The Rights Equity Shares are being offered at a price of ₹5 per Rights Equity Share (including a premium of ₹3 per Rights Equity Share) in this Issue.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Shares for every 1 (One) fully paid up Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Shares for every 1 (One) fully paid-up Equity Share held on the Record Date, therefore there shall be no fractional entitlements in this Issue.

### **Ranking**

The Rights Equity Shares to be issued and Allotted under this Issue shall rank pari passu with the existing Equity Shares, in all respects including dividends.

### **Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in principle approval from the BSE *vide* letter bearing reference number LOD/RIGHT/VK/FIP/1155/2023-24 dated February 08, 2024.

Our Company will apply to the Stock Exchange for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 526544) under the ISIN: INE967B01028. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the existing ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the Stock Exchange, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within 4 (Four) days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within said period, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the

fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

### **Subscription to this Issue by our Promoters and our Promoter Group**

For details of the intent and extent of subscription by our Promoters and the Promoter Group, please see the chapter titled “*Capital Structure – Intention and extent of participation in the Issue by the Promoter and Promoter Group*” on page 45.

### **Rights of Holders of Rights Equity Shares of our Company**

Subject to applicable laws, the holders of Rights Equity Shares shall have the following rights:

- i. The right to receive dividend, if declared;
- ii. The right to vote in person, or by proxy except in case of the Rights Equity Shares credited to the demat;
- iii. The right to receive surplus on liquidation;
- iv. The right to free transferability of Rights Equity Shares;
- v. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in the Letter of Offer; and
- vi. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

## **7. GENERAL TERMS OF THE ISSUE**

### **Market Lot**

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for Allotment of Rights Equity Shares offered in this Issue.

### **Nomination**

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

### **Arrangements for Disposal of Odd Lots**

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

### **Notices**

In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material will be sent / dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Gujarati language daily newspaper with wide circulation (Gujarati being the regional language where our Registered Office is situated).

The Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their websites.

#### **Offer to Non-Resident Eligible Equity Shareholders/Investors**

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including Additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 read with FEMA Rules, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for Allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Entitlement Letters/ letters of Allotment/Allotment Advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at Link Intime India Private Limited, C 101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Manager and our Company will not be responsible for any such Allotments made by relying on such approvals.

In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and other applicable Issue material will be sent / dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchange. Our Board may at its

absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which the Rights Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Please note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

## **ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM**

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “TERMS OF THE ISSUE - ALLOTMENT ADVICE OR REFUND / UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 124.**

### **8. Issue Schedule**

<b>Last Date for credit of the Rights Entitlements</b>	On or about Tuesday, February 27, 2024
<b>Issue Opening Date</b>	Wednesday, February 28, 2024
<b>Last date for On Market Renunciation of the Rights Entitlements*</b>	Friday, March 1, 2024
<b>Issue Closing Date<sup>#</sup></b>	Thursday, March 7, 2024
<b>Finalisation of Basis of Allotment (on or about)</b>	Friday, March 15, 2024
<b>Date of Allotment (on or about)</b>	Monday, March 18, 2024
<b>Date of Credit (on or about)</b>	Thursday, March 21, 2024
<b>Date of Listing (on or about)</b>	Tuesday, March 26, 2024

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

*<sup>#</sup>Our Board or a Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding thirty days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Manager.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, Tuesday, March 5, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, Wednesday, March 6, 2024. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (*i.e.*,

<https://www.linkintime.co.in/>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., <https://www.linkintime.co.in/>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., <https://www.sgligis.com/>).

## **9. Basis of Allotment**

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

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- (b) As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Since the Right Entitlement Ratio is 1 (One) Rights Equity Shares for every 1 (One) fully paid-up Equity Share held, there will not be any fractional entitlement in the Issue.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Rights Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.
- (f) After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

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

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

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

## **10. Allotment Advice or Refund/ Unblocking of ASBA Accounts**

Our Company will send / dispatch Allotment advice, refund intimations (or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity



Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of on or before T+1 day (T: Basis of allotment day). In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment Advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

## **11. Payment of Refund**

### *Mode of making refunds*

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.

### *Refund payment to non-residents*

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## **12. Allotment Advice or Demat Credit of Securities**

The demat credit of securities to the respective beneficiary accounts will be credited within 15 (Fifteen) days from the Issue Closing Date or such other timeline in accordance with applicable laws.

### *Receipt of the Rights Equity Shares in Dematerialized Form*

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT / CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.**

Investors shall be allotted the Rights Equity Shares in dematerialized (electronic) form only. Our Company has signed an agreement with NSDL and CDSL on September 28, 2016 and September 15, 2016 respectively, which enables the Investors to hold and trade in the Equity Shares issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

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

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc.*). Allotment Advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment Advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

### **13. Impersonation**

**As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:**

*“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹10 Lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 (Ten) years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹10 Lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 Lakhs or with both.

### **14. Utilisation of Issue Proceeds**

Our Board declares that:

1. All monies received out of this Issue shall be transferred to a separate bank account;
2. Details of all monies utilized out of this Issue referred to under (1) above shall be disclosed, and continue to

be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

3. Details of all unutilized monies out of this Issue referred to under (1) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

### **Undertakings by our Company**

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment;
3. The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company;
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 (Fifteen) days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants;
6. Adequate arrangements shall be made to collect all ASBA Applications.
7. At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
8. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.
9. No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
10. Our Company accepts full responsibility for the accuracy of information given in the Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in the Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

### **Important**

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, the Abridged Letter of Offer and the Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "*Scanpoint Geomatics Limited – Rights Issue*" on the envelope and postmarked in India or in the email) to the Registrar at the following address:

**Link Intime (India) Private Limited**

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

**Telephone:** + 91-22-4918 6000

**Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

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

**Investor Grievance Email:** [scanpoint.rights2023@linkintime.co.in](mailto:scanpoint.rights2023@linkintime.co.in)

**Contact Person:** Shanti Gopalkrishnan

**SEBI Registration Number:** INR000004058

**CIN:** U67190MH1999PTC118368

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (*i.e.* at [www.linkintime.co.in](http://www.linkintime.co.in)). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties are 022 - 4918 6000.

This Issue will remain open for a minimum 7 (Seven) days. However, our Board or a Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the nonresident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis. The above information is given for the benefit of the Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **RESTRICTIONS ON PURCHASES AND REALES**

### **General Eligibility and Restrictions**

No action has been taken or will be taken to permit a public offering of the Rights Entitlements or the Issue Shares in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer, its accompanying documents or any other material relating to our Company, the Rights Entitlements or the Equity Shares in any jurisdiction where action for such purpose is required, except that this Letter of Offer will be filed with SEBI and the Stock Exchange.

The Rights Entitlements and the Issue Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States.

The Rights Entitlements or the Equity Shares may not be offered or sold, directly or indirectly, and none of this Letter of Offer, its accompanying documents or any offering materials or advertisements in connection with the Rights Entitlements or the Equity Shares may be distributed or published in or from any country or jurisdiction except in accordance with the legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Equity Shares, applying for excess Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Equity Shares.

This Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Equity Shares, or who purchases the Rights Entitlements, or Equity Shares shall do so in accordance with the restrictions in their respective jurisdictions.

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be available for inspection on the website of the Company at [www.sgligis.com](http://www.sgligis.com) from the date of the Letter of Offer until the Issue Closing Date.*

#### **A. Material contracts for inspection:**

1. Issue agreement dated December 12, 2023 between our Company and Vivro Financial Services Private Limited;
2. Registrar Agreement dated October 26, 2023 between our Company and Link Intime India Private Limited;
3. Banker to the Issue dated January 22, 2024 amongst our Company, the Lead Manager, the Registrar to the Issue and the Banker to the Issue.

#### **B. Material documents for inspection:**

1. Certified true copy of the Memorandum of Association and Articles of Association of our Company, as amended;
2. Certificate of Incorporation dated February 7, 1992 issued by Registrar of Companies, Ahmedabad, Gujarat;
3. Certificate of Commencement of business dated March 6, 1992 issued by Registrar of Companies, Ahmedabad, Gujarat;
4. Fresh Certificate of Incorporation dated April 22, 2008 consequent upon change of name issued by Registrar of Companies, Ahmedabad, Gujarat;
5. Tripartite agreement dated September 15, 2016 between our Company, CDSL and Link Intime India Private Limited;
6. Tripartite agreement dated September 28, 2016 between our Company, NSDL and Link Intime India Private Limited;
7. Resolution of the Board of Directors passed in its meeting dated October 06, 2023 approving this Issue;
8. Resolution of our Rights Issue Committee dated December 12, 2023, approving this Draft Letter of Offer.
9. Resolution of the Rights Issue Committee dated February 13, 2024, finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;
10. Consents of our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Bankers to our Company and Banker to the Issue to include their names in this Letter of Offer and to act in their respective capacities;
11. Consent from M/s Sparks & Co., Chartered Accountants, to be named as the Statutory Auditors of the Company, to include name in this Letter of Offer, as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of (i) the Standalone and Consolidated Unaudited Financial Results of the Company for the quarter and nine months period ended December 31, 2023 and Limited Review Report issued thereon dated February 12, 2024 (ii) the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2023, and Independent’s Audit Report issued thereon dated May 30, 2023; and (iii) the statement of special tax benefits dated December 12, 2023.
12. Annual Reports of our Company for FY 2022-23, 2021-22, 2020-21, 2019-20 and 2018-19;

13. The report of M/s Sparks & Co., Chartered Accountants, dated May 30, 2023 on the Audited Consolidated Financial Statements included in this Letter of Offer.
14. The report of M/s Sparks & Co., Chartered Accountants, dated February 12, 2024 on the Unaudited Consolidated Financial Results of our Company included in this Letter of Offer.
15. A Statement of special tax benefits dated December 12, 2023 received from M/s Sparks & Co., Chartered Accountants, Statutory Auditors regarding special tax benefits available to our Company and its shareholders;
16. Audited standalone and consolidated financial statements for the FY 2022-23;
17. Certificate obtained from M/s Sparks & Co., Chartered Accountants, dated February 16, 2024 for utilization of borrowings for the purposes for which they were availed;
18. The copy of letter of offer dated August 06, 2021 issued in connection with the previous rights issue of our Company;
19. In-principle listing approval dated February 8, 2024 from BSE.

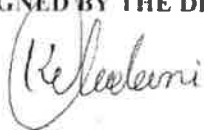
*Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*



## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**



**Kantilal Vrajlal Ladani**  
**Executive Director**

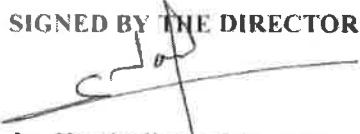
**Date:** February 16, 2024

**Place:** Ahmedabad.

## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**



**Jay Harshadkumar Chotalia**  
**Non-Executive – Non-Independent Director**

**Date:** February 16, 2024

**Place:** Ahmedabad

## DECLARATION

- I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

M.K.S. \_\_\_\_\_

**Mitesh Kiritikumar Sanghavi**  
**Non-Executive – Non-Independent Director**

**Date:** February 16, 2024

**Place:** Ahmedabad.

## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY



**Dinesh Jamnadas Shah**  
Non-Executive – Independent Director

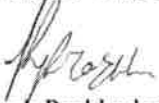
Date: February 16, 2024

Place: Mumbai

## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY



**Kalpesh Prabhudasbhai Rachchh**  
**Non-Executive – Independent Director**

Date: February 16, 2024

Place: Rajkot

## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

*S. Tejwani*

Suresh Tejwani  
Non-Executive – Independent Director

Date: February 16, 2024

Place: Jamnagar

## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**



**Aarti Panigrahi**  
**Non-Executive – Independent Director**

**Date:** February 16, 2024

**Place:** Mysore

## DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

### SIGNED BY THE KMP OF OUR COMPANY



**Darshil Shah**  
Chief Financial Officer

Date: February 16, 2024

Place: Ahmedabad.