



SCANDENT IMAGING LIMITED

CIN:L93000MH1994PLC080842

Reg. Office: Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC,
Thane (W) - 400604 Maharashtra.

Tel No.022 25833205 Email: csscandent@gmail.com, scandentimaging@gmail.com, www.scandent.in

30th August, 2018

To
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001
Ref: BSE code: 516110

Respected Sir/Madam,

Sub.: Submission of Annual Report under Regulation 34 of the SEBI (LODR) Regulations, 2015:

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the 24th Annual Report of the Company.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Scandent Imaging Limited

Dipti Modi
Dipti Modi
Company Secretary & Compliance Officer



Encl.: a/a.

SCANDENT IMAGING LIMITED

24th ANNUAL REPORT 2017 - 2018

***"Our vision is to be the largest world class Cone beam CT
service provider in the Dental imaging space"***

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Managing Director's Message

Dear Shareholders,

Your company continued to be invested in the consolidating and growing healthcare services business. Your company during the fiscal has diversified from the core dental diagnostics sector into integrated hospital management services.

Review of FY2017-18 Performance

Total revenue of your company on rose by 188% in the current year from Rs 179.80 lakhs to Rs 518.84 lakhs.

This growth has largely been a result of your company venturing into the hospital management business. For strategic focus and management purposes, your company initially intends to work in the Western Indian region with a narrower focus on the Mumbai Metropolitan Region in the initial few years of growth. We believe that the Mumbai region itself offers a vast market potential for our services. These are early days of experience for your company and we are in the process of building up the required management and business expertise to deliver sustainable growth in this segment.

Your company's primary business of running the chain of CBCT imaging centres continued to do well. The number of such centres expanded from 9 centres at the beginning of this fiscal, to 10 centres by end of March 2018. Your company continues to be a leader in the independent third party CBCT imaging centre networks across India. Your company also for the first time, is experimenting the concept of installing OPG imaging machines through our 'OPG Convenience Program' at established Dental clinics belonging to corporate Dental chains, Hospital based Dental clinics & individual owned premium Dental clinics on a revenue sharing formula. During FY2018, a total of 20 OPG machines were installed across Bangalore, Mumbai. Some of the key partners with whom we are providing our OPG services are Axiss Dental South, Ampa Orthodontics, Fortis & Aster Hospitals among others. The results have been so far encouraging and we continue to build on this strength by taking it to other cities in India involving more such clinics. Your company's activities are supported by more than 2500 dentists in Mumbai. These imaging centres are run under the brand name of "Scandent".

Your company took over 3 hospitals in Mumbai. They were an operating 15 bed hospital for management in Saki Naka, a 25 bed hospital in Mahim and a 100 bed infrastructure multi specialty hospital in Mira Road, in Mumbai. These acquisitions were done between August 2017 and March 2018. Totally, the bed capacity available for servicing for your company stands at 140 hospital beds, with interests in medical diagnostics and pharmacy. The aim is to provide secondary level care and support for patients and service all basic needs of the patients in a cost efficient and convenient manner. This is being operated as a separate division within your company and is operated under the brand name "Family Care". We expect every business in this segment to have an initial period of losses, before breaking even in operations as your company would have to make investments into both capex, opex and also ensure on the compliance and management aspects of these businesses. Your company is working on focusing and managing of these risk at all times.

As all these hospitals were either having financial stability issues or limited growth prospects, our team is now focused on turning around every hospital under our management, by adopting centre specific strategies and building on existing business performances. Your company is now fully experiencing the requirements of the hospital business and looks forward to be a meaningful participant in this business. These business expansions are being funded through internal accruals, balances and by borrowings from related group entities.

Consequently, Earnings before Interest, Depreciation and Taxes (EBIDTA) for your company for FY2018 grew by 353% to Rs 159 lakhs from Rs 45 lakhs the previous fiscal. Also, given that our business model is asset light and performance oriented, the net profits for the company grew to Rs 86 lakhs in FY2018 from Rs 16 lakhs in the previous fiscal.

Dividend

As your company has just turned around and does require some more time to mature its businesses and operations, the board of directors has decided to avoid declaring of any dividend for this year.

Business Outlook FY2018-19

Considering that the Indian national elections would be around by the beginning of next year, it would be prudent to avoid expectations of any massive economic growth measures to be unveiled in the last budget for this government. However, as healthcare is a politically sensitive subject, there could be popular measures for public healthcare implemented by the central government which may have a short term negative bias for the private sector business.

The proposed government agenda to give up to Rs 5 lakhs insurance cover per family per year for more than 200 million families with marginal or no incomes can make this significant change to the healthcare business environment. Also, the focus to reduce input costs for stents and other medical equipments could be a positive for our expansion plans in the hospital and diagnostics business. The risks primarily emanate from the ability of our management to deliver on the business turnarounds and the pricing of our acquisitions to ensure an early breakeven.

The recent consolidations and sell outs of some of the larger reputed and larger hospital brands remind us to be very cost effective in our approach and sensitive to the industry ground scenarios. Several of the larger private hospitals and smaller hospital chains are bleeding and/or do not have next generation leaders to lead their businesses. Borrowings have been the key reason for most large companies facing the challenge. For smaller set-ups, it has been their inability to seek and secure the right teams to manage their operations. Our interest in acquiring existing set-ups across a certain region, along with rebranding of the same under "Family Care" and consolidating their operations and increasing our business efficiencies could be our way ahead in this business. We intend to deepen our learning in this business during FY2018. We would be continuing our expansion of the OPG imaging networks this fiscal as well.

Thanking you.

Dr. Gautam Deshpande
Managing Director
DIN:00975368

COMPANY INFORMATION**BOARD OF DIRECTORS**

| | | |
|-----------------------------|---|------------------------------------|
| Dr. Gautam Mohan Deshpande | - | Managing Director |
| Dr. Rajnish Kumar Pandey | - | Non Executive Independent Director |
| Dr. Burzin Khan | - | Non Executive Independent Director |
| Dr. Pratibha Walinjar | - | Non Executive Independent Director |
| Dr. Sowmya Gautam Deshpande | - | Whole-Time Director |

AUDIT COMMITTEE

| | | |
|--------------------------|---|----------|
| Dr. Rajnish Kumar Pandey | - | Chairman |
| Dr. Pratibha Walinjar | - | Member |
| Dr. Gautam Deshpande | - | Member |

STAKEHOLDER RELATIONS COMMITTEE

| | | |
|--------------------------|---|----------|
| Dr. Rajnish Kumar Pandey | - | Chairman |
| Dr. Burzin Khan | - | Member |
| Dr. Pratibha Walinjar | - | Member |

NOMINATION AND REMUNERATION COMMITTEE

| | | |
|--------------------------|---|----------|
| Dr. Pratibha Walinjar | - | Chairman |
| Dr. Rajnish Kumar Pandey | - | Member |
| Dr. Burzin Khan | - | Member |

RISK MANAGEMENT COMMITTEE

| | | |
|----------------------------|---|----------|
| Dr. Gautam Mohan Deshpande | - | Chairman |
| Dr. Rajnish Kumar Pandey | - | Member |
| Dr. Pratibha Walinjar | - | Member |

BANKERS

Indian Bank
ING Vysya bank
Axis Bank
HDFC Bank Limited

STATUTORY AUDITORS

M/s. M.B. Agrawal & Co,
Chartered Accountants, Mumbai

INTERNAL AUDITORS

G.S. Toshniwal & Associates
Chartered Accountants, Mumbai

SECRETARIAL AUDITOR

M/s Ajay Kumar & Co.
Practising Company Secretary
Mumbai

COMPANY SECRETARY

Mrs. Dipti Modi

CHIEF FINANCIAL OFFICER

Mr. Amit Tyagi

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Shareregistry (India) Private Limited
Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane
Lower Parel (E), Mumbai 400 011
<http://www.purvashare.com/>
Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517 Email: busicomp@gmail.com

REGISTERED OFFICE

SCANDENT IMAGING LIMITED
CIN: L93000MH1994PLC080842
A-357,Road No.26,Wagle Industrial Estate, MIDC,Thane (west) Thane 400604
Web site: www.scandent.in email id: csscandent@gmail.com Tel no.: 022-25833205
Fax: 022- 41842228

SHARES LISTED AT

BSE Limited

DEPOSITORIES

National Securities Depository Limited (Designated Depository)
Central Depository Services (India) Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SCANDENT IMAGING LIMITED CIN: L93000MH1994PLC080842 WILL BE HELD ON WEDNESDAY, 29TH AUGUST, 2018 AT 12.00 NOON AT THE REGISTERED OFFICE SITUATED AT A357, ROAD NO. 26, WAGLE INDUSTRIAL ESTATE, MIDC, THANE (WEST) - 400604, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31st March, 2018 together with Report of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Dr. Sowmya Gautam Deshpande (DIN 00705918), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:**3. REVISION OF REMUNERATION OF DR. SOWMYA GAUTAM DESHPANDE, WHOLE TIME DIRECTOR OF THE COMPANY:**

To Consider and if thought fit, to pass with or without, modification (s) the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof from time to time), read with Schedule V of the Companies Act, 2013 and in partial modification of resolution passed by the members at the 22nd Annual General Meeting held on 30th September 2016, the remuneration of Dr. Sowmya Gautam Deshpande (DIN 00705918), Whole time Director of the Company be and hereby increased from Rs. 1.25 lakh to Rs 3.25 Lakh, w.e.f. 1st October 2018 on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in the Board meeting held on 29th May 2018 and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30th September, 2015 be remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of remuneration as the limits specified in section 197 read with Schedule V to the Companies Act, 2013 and to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

4. REVISION OF REMUNERATION OF DR. GAUTAM DESHPANDE, A MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification (s), the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof from time to time), read with Schedule V of the Companies Act, 2013 and in partial modification of resolution passed by the members at the 22nd Annual General Meeting held on 30th September 2016, the remuneration of Dr. Gautam Mohan Deshpande (DIN: 00975368), Managing Director of the Company be and hereby increased form Rs. 1.25 Lakh to Rs 3.25 Lakh, w.e.f. 01st October 2018 on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in the Board meeting held on 29th May 2018 and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30th September, 2016 be remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of remuneration as the limit specified in section 197 read with Schedule V to the Companies Act, 2013 and to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**For and on behalf of the Board of Directors
Scandent Imaging Limited**

Regd Off:

A-357, Road No. 26,

Wagle Industrial Estate, MIDC,

Thane (West), Thane- 400604

CIN: L93000MH1994PLC080842

Email:csscandent@gmail.com

Website: www.scandent.in

Tele Ph:022-25833205

Fax: 022- 41842228

Gautam Deshpande

Managing Director

DIN: 00975368

Date: 29th May 2018

Place: Thane

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. **Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from Thursday, 23rd August, 2018 to Wednesday, 29th August, 2018 (both the days inclusive).**
5. The members are requested to:

Intimate to the Company's Registrars and Share Transfer Agents, M/s. Purva Sharegistry India Private Ltd, Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400011 (for shares held in physical form) and to their Depository Participant (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
6. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
7. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
8. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
9. To note that no gift or gift coupons will be distributed at the meeting.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
12. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.

13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.
15. The Ministry of Corporate Affairs, Government of India has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
17. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. **The Company has designated an exclusive email ID called investors.scandent@gmail.com for redressal of shareholders’ complaints/grievances. In case you have any complaints/grievances; please write to us at investors.scandent@gmail.com Notice of the Meeting is also available on website of the company i.e. www.scandent.in**
19. Members may also note that the Notice of the 24th AGM and Annual Report 2018 will be available on the Company’s website www.scandent.in. The physical copies of the aforesaid documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at csscandent@gmail.com.
20. The shares of the Company are listed at the BSE LIMITED, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
21. The relative explanatory statement pursuant to section 102 of the companies act 2013 setting out material facts concerning the business under item No.3, 4 of the notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing and disclosure Requirement) Regulation 2015 (SEBI Listing Regulation), of the person seeking appointment-reappointment as Director under item No 2 of the notice are also annexed as **Annexure: A**
22. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21st August 2018 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence. on Sunday, 26th August, 2018 (09.00 A.M. IST) and ends on 28th August, 2018

(05.00 P.M.IST). (In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-VOTING:

- I. The Company has entered in to arrangement with Karvy Computershare Private Limited for facilitating remote e-voting for AGM .The instruction for remote e-voting are as under:
- II. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “ E-VOTING EVENT” i.e., “SCANDENT IMAGING LIMITED”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email siroyam@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " Corporate Name EVENT NO."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. **Voting at AGM:** The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- III. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S.V. Raju, Deputy General Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1569 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 26th August, 2018 (09.00 A.M. IST) and ends on 28th August, 2018 (05.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st August, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 21st August, 2018
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 21st August, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

General Instructions:

1. The e-voting period commences on 26th August, 2018 (09.00 A.M. IST) and ends on 28th August, 2018 (05.00 P.M. IST). During this period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of 21ST August, 2018, may cast their votes electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21ST August, 2018,.
3. The Board of Directors of the Company has appointed Mr. Mukesh Siroya Proprietor M. Siroya & Co. Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The results shall be declared after the Annual General Meeting of the Company to the Stock Exchange. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.scandent.in and on the website of KARVY: www.karvy.com

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

Item No 3.

The Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 29TH May 2018, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the remuneration of Dr. Sowmya Gautam Deshpande, Whole Time Director of the Company, from the present remuneration of Rs.1.25 Lakhs to Rs.3.25 Lakhs per month w.e.f. 1st October 2018. Except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Whole Time Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

The Board of Directors recommends the above resolution for approval of the Shareholders as a Special Resolution.

Dr. Sowmya Deshpande and Dr. Gautam Deshpande, Husband of Dr. Sowmya Deshpande who is the Managing Director of the Company are concerned or interested in the said resolution.

None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Item No 4.

The Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Nomination and Remuneration Committee at its meeting held on 29th May 2018 has recommended increase in the remuneration of Dr. Gautam Deshpande from Rs. 1.25 Lakh to 3.25 Lakh, which was approved by the Board at its Meeting held on 29th May 2018 w.e.f from 1st October 2018, which is subject to approval of members at the this AGM. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

The Board of Directors recommends the above resolution for approval of the Shareholders as an Special Resolution.

Dr. Gautam Mohan Deshpande Managing Director and his wife Dr. Sowmya Gautam Deshpande, Whole time Director are concerned or interested in the said resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

**For and on behalf of the Board of Directors
Scandent Imaging Limited**

Regd Off:

A-357, Road No. 26 ,
Wagle Industrial Estate, MIDC,
Thane (West), Thane- 400604
CIN: L93000MH1994PLC080842
Email:csscandent@gmail.com
Website: www.scandent.in
Tele Ph:022-25833205
Fax: 022- 41842228

**Gautam Deshpande
Managing Director
DIN: 00975368**

Date: 29/05/2018

Place: Thane

Annexure: A

Details of the Directors seeking Appointment/Re-appointment at the Annual General Meeting Scheduled to be held on 29th August, 2018 (Pursuant to Regulation 36(3) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:

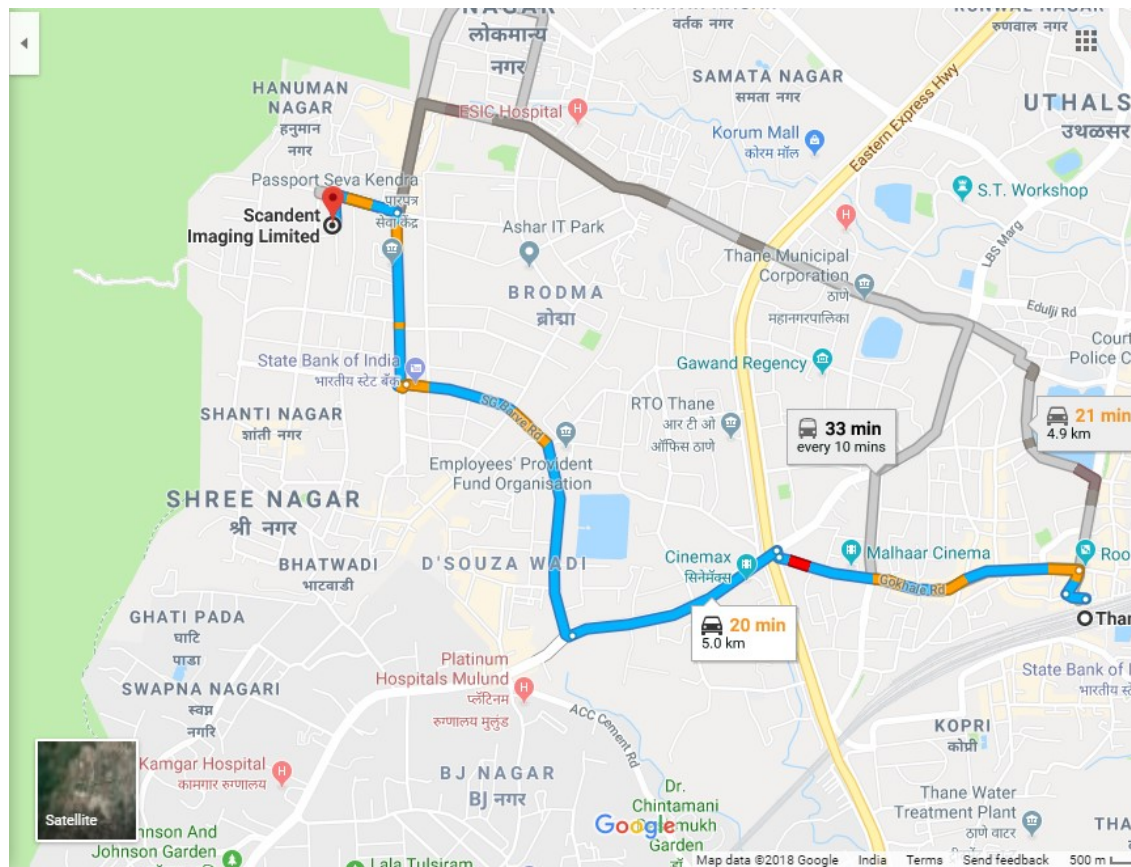
| | |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Name of the Directors | Dr. Sowmya Gautam Deshpande |
| Date of Birth Age | 04/04/1977 41 years |
| Date of Appointment | 17 th June 2015 |
| Relationship with the Directors and Key Managerial Personnel | Relative (wife of Dr. Gautam Deshpande) |
| Expertise in specific Functional Area | Advance Endodontic, Cosmetic Dentistry, Crown & Bridge ,Oral and Maxillofacial Surgery |
| Qualification | BDS |
| Board Membership of other Listed Companies as on 31 st March, 2018 | Nil |
| Chairman /Member of the Committee of the Board of Directors as on 31st March, 2018 | |
| a) Audit Committee | Nil |
| b) Nomination And Remuneration Committee | Nil |
| c) Stakeholder's Relationship Committee | Nil |
| d) Risk Management Committee | Nil |
| Number of shares held in Company as on 31 st March, 2018 | Nil |

Note:

1. Detailed profile of the above Directors is given as part of the Annual Report. The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2017-18 are provided in the Corporate Governance Report.
2. In term of the Provision of Section 152(6) of the Act, Dr. Sowmya Deshpande ,retire by rotation at the meeting. The Board of Directors recommends her re-appointment .

ROAD MAP TO THE AGM VENUE

A-357, ROAD NO. 26, WAGLE INDUSTRIAL ESTATE, MIDC, THANE (WEST) - 400604, MAHARASHTRA



BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting the 24th Annual Report on the business and operations of the company together with the Audited Financial Statement for the financial year ended 31st March, 2018.

1. FINANCIAL RESULT:

The Financial performance of the Company for the year ended 31st March, 2018 is summarized below:

| | (₹. in Lakhs) | |
|---------------------------------------------------------------------------|------------------------------|------------------------------|
| Particulars | 31 st March ,2018 | 31 st March ,2017 |
| Revenue from Operations | 518.84 | 179.80 |
| Other Income | 24.31 | 18.74 |
| Total | 543.15 | 198.54 |
| Expenditure | | |
| Purchase of stock in trade | 18.04 | - |
| Change in inventory | (6.80) | - |
| Employee Benefit Expenses | 117.95 | 48.61 |
| Depreciation | 39.22 | 24.65 |
| Other Expenses | 255.33 | 104.63 |
| Finance Costs | 11.34 | 1.05 |
| Total | 435.08 | 178.94 |
| Profit / (Loss) before exceptional and extraordinary items and tax | 108.07 | 19.60 |
| Exceptional items - Discount on Issue of Equity Shares | ----- | ----- |
| extraordinary items | ----- | ----- |
| Profit / (Loss) from ordinary activities before tax | 108.07 | 19.60 |
| Tax Expense | | |
| 1. Current Year Tax | 22.64 | 3.85 |
| 2. Short provisions for tax of earlier years | (0.31) | ----- |
| 3. Deferred tax | | ----- |
| Profit/ (Loss) after Tax | 85.74 | 15.75 |
| Basic and Diluted EPS | 0.27 | 0.05 |

2. Indian Accounting Standard:

The Financial Statements For the Financial Year ended March 31, 2018, Forming Part of this Annual Report, have been Prepared in accordance with Ind AS With a Transition Date of April 1, 2016. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013.

The Reconciliations and Descriptions of the effect of the transition from Previous GAAP to Ind AS Have Been Provided in the Notes to Accounts to the Financial Statements.

3. COMPANY'S PERFORMANCE

During the year under review, the total revenue was Rs. 543.14 Lakhs, and Expenses were Rs. 395.85 Lakhs Excluding the Depreciation and exceptional items as compared to Revenue of Rs.198.54 and expenses were Rs. 154.30 Lakh Excluding the Depreciation and exceptional items during the previous year.

Your company performed well and delivered another year of consistent and responsible growth. Your Company is in the process to expand its business.

4. DIVIDEND

To strengthen the long term prospectus and sustainable growth in assets and revenue, it is important for the company to evaluate various opportunities in the different business vertical in which Company operates. The Board of Directors considers this to be in the strategic interest of the Company and believe that this will greatly enhance the long term shareholder value. The Company expects better results for the coming year. In order to fund this development and implementation projects, conservation of fund is of vital importance. Therefore, your Directors have not recommended any dividend for the financial year 2017-2018.

5. TRANSFER TO RESERVES:

Your Company does not propose to transfer any amount to General Reserve.

6. SUBSIDIARY:

During the year under review the Company does not have any Subsidiary Company.

7. CHANGES IN SHARE CAPITAL, IF ANY

During the year, under Review, there is no change in the Share Capital of the Company.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, Dr. Gautam Deshpande re-appointed as Managing Director of the company pursuant to Section 152 of Companies Act, 2013 at the 23rd Annual General Meeting held on 27th September, 2017.

Committees of the Board

The Company's Board has the following committees

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee

Details of terms of reference of the Committees, Committee membership and attendance at meetings of the Committees are provided in the Corporate Governance report.

9. PUBLIC DEPOSITS :

During the financial year 2017-18, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186.

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the Financial Statements.

11. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts/Tribunal which would impact the going concern status of the Company and its operations in future.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The said provisions are not applicable to the Company.

13. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as “Annexure [1]” to this Report.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

No transactions entered with related parties during the year under review. None of the transactions are material and therefore no information is provided in the Form AOC 2.

15. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

As per Regulation 34 of SEBI Listing Regulation 2015, a separate report on Corporate Governance along with a certificate from Mr. Ajay Kumar, Practising Company Secretaries an integral part of this Report.

Also Management Discussion & Analysis Report also forms part of this Report.

16. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position between the end of the financial year and date of the report.

During the year Company has shifted its Registered Office from 503,5thFloor,Churchgate Chambers, New Marine Lines, Mumbai- 400020 Maharashtra” To “Plot No. A 357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra- 400604”.

17. NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES:

During the year, Company held 5(Five) Board Meetings and 4 (Four) Audit Committee Meetings. The full details of the number of Board and all Committees Meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

18. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under as per Listing Regulation the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report. The said policy is available at your company's website (i.e. www.scandent.in) at the following link: <http://www.scandent.in/policies.html>

The information required under Section 197 of the Companies Act, 2013 read with Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in “Annexure 2” to this Report

19. DECLARATION OF INDEPENDENCE

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Act that he / she meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations.

20. BOARD EVALUATION:

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board of Directors has carried out an annual evaluation of its own performance, Committees and Individual Directors pursuant to provision of the Act and the Corporate Governance requirement as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation, 2015”).

The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the Board composition, structure of the board process, information and functioning, etc.

The Board also carried annual performance evaluation of the working of its Audit, Nomination and Remuneration Committee, Risk Management Committee as well as Stakeholder Relationship Committee.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors.

In a separate meeting of the Independent Director, performance of non -independent Director, performance of Board and performance of the chairman was evaluated, taking in to account the view of Executive Director and Non Executive Director. Performance evaluation of Independent Director was done by the entire Board, excluding the Independent Director being evaluated.

Separate Meeting of the Independent Directors

The Independent Directors held a Meeting on 31st March 2018, without the attendance of Non-Independent Directors and Members of Management. All the Independent Directors were present at such meeting and at the Meeting they have:

- i. Reviewed the performance of non-independent directors and the Board as a whole;
- ii. Assessed the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Present Independent Directors holds a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. All the Directors effectively participate and interact in the Meeting. The information flow between the Company's Management and the Board is satisfactory.

Training of Independent Directors

The company shall provide regular training to independent directors to update them with the regulatory changes and their roles and responsibility in view thereof.

21. STATUTORY AUDITORS AND AUDITOR REPORT

Pursuant to provision of section 139 of the Act and the rule framed thereafter M/s. M.B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W) were appointed as Statutory Auditors of Company from the conclusion of the 23rd Annual General Meeting of the Company held on 27th September, 2017 for further four (4) financial years, i.e., 2017-18, 2018-19, 2019-20 and 2020-21 till the conclusion of 27th Annual general Meeting to be held in the year 2021 subject to ratification at every Annual General Meeting .

In terms of recent amendment in Section 139(1) of Companies Act, 2013 vide Notification dated 07.05.2018 there is no requirement for ratification of appointment of Auditor. Therefore, there is no need to pass resolution for ratification of appointment of Auditor in ensuing Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is Part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

22. SECRETARIAL AUDITOR:

Mr. Ajay Kumar of Ajay Kumar & Co., Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the fiscal year 2017-18, as required under section 204 of the Companies Act, 2013 and Rule made thereunder. The detailed report on the Secretarial Audit is appended as an "**Annexure 3**" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

23. INTERNAL CONTROL:

The Board ensures the effectiveness of the Company's system of internal controls including financial, operational and compliance control and risk management controls and same is subject to review periodically by M/s. G.S. Toshniwal & Associates, Chartered accountants for its effectiveness. The control measures adopted by the company have been found to be effective and adequate to the Company's requirement.

24. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there under the Company has adopted a policy and during the year no complaints or allegations of sexual harassment were filed with the Company.

25. LISTING OF EQUITY SHARES:

Pursuant to the provisions of Listing Agreement with the Stock Exchanges, the Company declares that the Equity Shares of the Company are listed at the BSE Limited.

The Company confirms that it has paid Annual Listing Fees due to BSE Limited up to the Financial Year – 2018-19

26. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013, the board of Director, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for year under review;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls, which are adequate and are operating efficiently.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

27. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards

28. RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

In Line with the regulatory requirement, the Company has constituted a Risk Management Committee to oversee the risk management. The details of the Committee along with its charter are set out in the Corporate Governance Report forming part of this Report. The Risk Management Policy is also posted on the website of the Company.

29. VIGIL MECHANISM/WHISTLE BLOWER

Your Company is committed to highest standards of ethical, moral and legal business conduct. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and under Regulation 22 of SEBI Listing Regulations 2015, for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link.

<http://www.scandent.in/whistle-blower-policy.pdf>

The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGOINGS

The particulars as prescribed under sub- section (3) (m) of Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 are hereunder:

a) Conservation of energy

| | | |
|-------|--------------------------------------------------------------------------|-----|
| (i) | the steps taken or impact on conservation of energy | NIL |
| (ii) | the steps taken by the company for utilizing alternate sources of energy | NIL |
| (iii) | the capital investment on energy conservation equipment's | NIL |

(b) Technology absorption

| | | |
|-------|--------------------------------------------------------------------------------------------------------------------------|-----|
| (i) | the efforts made towards technology absorption | NIL |
| (ii) | the benefits derived like product improvement, cost reduction, product development or import substitution | NIL |
| (iii) | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | |
| | (a) the details of technology imported | NIL |
| | (b) the year of import; | NIL |
| | (c) whether the technology been fully absorbed | NIL |
| | (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof | NIL |
| (iv) | the expenditure incurred on Research and Development | NIL |

c) Foreign Exchange earning & outgoings

| | For Year Ended 31st March 2018 (Rupees in Lakhs) | For Year Ended 31st March 2017 (Rupees in Lakhs) |
|-----------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Expenditure- | | |
| Foreign Travel | NIL | 1.05 |
| Freight Forwarding Expenses | NIL | NIL |
| Income- | | |
| Commission and other income | NIL | NIL |

31. CAUTIONARY STATEMENT

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic.

32. ACKNOWLEDGEMENTS:

The Board expresses its gratitude and appreciates the assistance and co-operation received from the Banks, Government Authorities, Customers, Shareholders and other Stakeholders during the year under review.

**For and on behalf of the Board of Directors
Scandent Imaging Limited**

Reg off:

**Plot No. A357, Road No. 26,
Wagle Industrial Estate, MIDC
Thane (West), Thane- 400604**

CIN: L93000MH1994PLC080842

Email:csscandent@gmail.com

Website: www.scandent.in

Tele Ph: 022-25833205

Fax: 022- 41842228

**Gautam Deshpande
Managing Director
DIN: 00975368**

**Sowmya Deshpande
Whole-time Director
DIN: 00705918**

Date: 29/05/2018

Place: Thane

Annexure to the Board's Report

Annexure -1

FormNo.MGT-9

Extract of Annual Return

As on the Financial Year ended on 31st March 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies(Management and Administration)Rules, 2014]

I.REGISTRATION AND OTHER DETAILS:

| | | |
|------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i. | CIN | L93000MH1994PLC080842 |
| ii. | Registration Date | 05/09/1994 |
| iii. | Name of the Company | Scandent Imaging Limited |
| iv. | Category/Sub-Category of the Company | Public Company /Limited by Shares |
| v. | Address of the Registered office and contact details | Plot No. A 357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra Tel no.: 022-25833205 Fax: 022- 41842228 |
| vi. | Whether listed company Yes/No | Yes |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg Lower Parel (East) Mumbai 400011 http://www.purvashare.com/ Tel : 91-22-2301 6761 / 8261 Fax : 91-22-2301 2517 Email : busicomp@gmail.com |

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sr. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|-------------------------------------------------|----------------------------------|------------------------------------|
| 1 | Healthcare Services | 86202 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name And Address Of The Company | CIN/GLN | Holding/ Subsidiary /Associate | %of shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|-----------------|--------------------|
| 1. | NIL | NIL | NIL | NIL | NIL |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)*Category-wise Share Holding*

| Category of Shareholders | No. of Shares held at the beginning of the year. 01.04.2017 | | | | No. of Shares held at the end of the year 31.03.2018 | | | | % Change during the year |
|--------------------------|-------------------------------------------------------------|----------|-----------------|-------------------|------------------------------------------------------|----------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| <i>1) Indian</i> | | | | | | | | | |
| a) Individual/ HUF | 16447400 | 0 | 16447400 | 51.24 | 16447400 | 0 | 16447400 | 51.24 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total(A)(1):- | 16447400 | 0 | 16447400 | 51.24 | 16447400 | 0 | 16447400 | 51.24 | 0 |
| <i>2) Foreign</i> | | | | | | | | | |
| a) NRIs- Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other- Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any Other.... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total(A)(2):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 16447400 | 0 | 16447400 | 51.24 | 16447400 | 0 | 16447400 | 51.24 | 0 |

| | | | | | | | | | |
|----------------------------------------------|----------|--------------|--------------|-------------|----------|--------------|--------------|-------------|----------|
| shareholding of Promoter (A) = (A)(1)+(A)(2) | | | | | | | 400 | | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 2400 | 2400 | 0.01 | 0 | 2400 | 2400 | 0.01 | 0 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FII's | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| *State Financial Corporation | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| *Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| *Private Sector Banks | 0 | 46500 | 46500 | 0.14 | 0 | 46500 | 46500 | 0.14 | 0 |
| Sub-total(B)(1) | 0 | 48900 | 48900 | 0.15 | 0 | 48900 | 48900 | 0.15 | 0 |
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 473204 | 125100 | 598304 | 1.86 | 967046 | 123200 | 1090246 | 3.40 | 1.53 |
| (ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|-----------------------------------------------------------------------------------|-----------------|----------------|-----------------|--------------|-----------------|----------------|-----------------|--------------|-------------|
| b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 128386 | 692200 | 820586 | 2.56 | 278998 | 679700 | 958698 | 2.99 | 0.43 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 13676895 | 279700 | 13956595 | 43.48 | 12927890 | 264200 | 13192090 | 41.10 | -2.38 |
| c) Others(Specify) | | | | | | | | | |
| NRI | 250 | 41900 | 42150 | 0.13 | 0 | 41900 | 43900 | 0.13 | 0.00 |
| Hindu Undivided family | 129802 | 0 | 129802 | 0.40 | 103284 | 0 | 103284 | 0.32 | 0.08 |
| Clearing Member | 56263 | 0 | 56263 | 0.18 | 211082 | 0 | 211082 | 0.66 | 0.48 |
| LLP | 0 | 0 | 0 | 0 | 6400 | 0 | 6400 | 0.02 | 0.02 |
| Sub-total(B)(2) | 14464800 | 1138900 | 15603700 | 48.61 | 14494700 | 1109000 | 15603700 | 48.61 | 0.00 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 14464800 | 1187800 | 15652600 | 48.76 | 14494700 | 1157900 | 15652600 | 48.76 | 0.00 |
| C. Shares held by Custodian for GDRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|--------------------------------|-----------------|----------------|-----------------|------------|-----------------|----------------|----------------------|------------|----------|
| &ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 30912200 | 1187800 | 32100000 | 100 | 30942100 | 1157900 | 32100 000 | 100 | 0 |

- Shareholding of Promoters*

| Sr. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|-----------|-----------------------------------|----------------------------------------------|--------------------------------------------------|-------------------------------------------------------------------|----------------------------------------|-------------------------------------------|----------------------------------------------------------------|----------|
| | | No. of Shares | % of total Shares of the compa ny | %of Shares Pledged/ encumbe red to total shares | No. of Shares | % of total Shares of the company | %of Shares Pledged/ encumber ed to total shares | |
| 1. | Gautam Mohan Deshpande | 16447400 | 51.24 | 0 | 16447400 | 51.24 | 0 | 0 |
| | Total | 16447400 | 51.24 | 0 | 16447400 | 51.24 | 0 | 0 |

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

| Sr. no | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-------------------------------------|--------------------------------------------|----------------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Gautam Mohan Deshpande | | | | |
| | At the beginning of the year | 16447400 | 51.24 | 0 | 0.00 |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | ----- | ----- | ----- | ----- |
| | At the End of the year, i.e. 31.03.2018 | 0 | 0.00 | 16447400 | 51.24 |

Note: There was no change in the total shareholding of Promoters during the year 01/04/2017 to 31/03/2018.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. no | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year 31.03.2018 | |
|--------|--------------------------------------------------------------|-------------------------------------------|----------------------------------|----------------------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | For Each of the Top 10 Shareholders | | | | |
| 1 | Shree Balaji Enterprises Through Partner Nanda Dinesh Bangar | 7131711 | 22.22 | 7131711 | 22.22 |
| | Bought during the year | - | - | 7131711 | 22.22 |
| | Sold during the year | 267415 | 0.84 | | |
| | 31.03.2018 | | | 6864296 | 21.38 |
| 2 | Sareen Enterprises through partner Tarapada B Panda | 3882700 | 12.10 | 3882700 | 12.10 |
| | Bought during the year | - | - | 3882700 | 12.10 |
| | Sold during the year | -- | --- | 3882700 | 12.10 |
| | 31.03.2018 | 0 | 0 | 3882700 | 12.10 |
| 3 | Beeline Broking Limited | 181000 | 0.56 | 181000 | 0.56 |
| | Bought during the year | 15700 | 0.05 | 196700 | 0.61 |
| | Sold during the year | 188700 | 0.59 | 8000 | 0.02 |
| | 31.03.2018 | 0 | 0 | 8000 | 0.02 |
| 4 | Odyssey Corporation Limited | 112738 | 0.35 | 112738 | 0.35 |
| | Bought during the year | 39510 | 0.12 | 152248 | 0.47 |
| | Sold during the year | 0 | 0 | 152248 | 0.47 |
| | 31.03.2018 | 0 | 0 | 152248 | 0.47 |

| | | | | | |
|----|-----------------------------|--------|------|--------|------|
| 5 | Bhumika Sumit Desai | 107000 | 0.33 | 107000 | 0.33 |
| | Bought during the year | 0 | 0 | 107000 | 0.33 |
| | Sold during the year | 13105 | 0.04 | 107000 | 0.33 |
| | 31.03.2018 | 0 | 0 | 93895 | 0.29 |
| 6 | Basant Laxminarayan Purohit | 100000 | 0.31 | 100000 | 0.31 |
| | Bought during the year | 0 | 0 | 100000 | 0.31 |
| | Sold during the year | 100000 | 0 | 0 | 0 |
| | 31.03.2018 | 0 | 0 | 0 | 0 |
| 7 | Ajay Baijanath Gupta | 100000 | 0.31 | 100000 | 0.31 |
| | Bought during the year | 0 | 0 | 100000 | 0.31 |
| | Sold during the year | 100000 | 0.31 | 0 | 0 |
| | 31.03.2018 | 0 | 0 | 0 | 0 |
| 8 | Shashikant B Mhatre Huf . | 100000 | 0.31 | 100000 | 0.31 |
| | Bought during the year | 0 | 0 | 0 | 0 |
| | Sold during the year | 100000 | 0.31 | 0 | 0 |
| | 31.03.2018 | 0 | 0 | 0 | 0 |
| 9 | Suman Ramraj Modani | 100000 | 0.31 | 100000 | 0.31 |
| | Bought during the year | 0 | 0 | 100000 | 0.31 |
| | Sold during the year | 100000 | 0.31 | 0 | 0 |
| | 31.03.2018 | 0 | 0 | 0 | 0 |
| 10 | Ramraj P Modani | 100000 | 0.31 | 100000 | 0.31 |
| | Bought during the year | 0 | 0 | 100000 | 0.31 |

| | | | | | |
|--|----------------------|---|---|---|---|
| | Sold during the year | 0 | 0 | 0 | 0 |
| | 31.03.2018 | 0 | 0 | 0 | 0 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sr. no | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | For Each of the Directors and KMP | | | | |
| | Gautam Deshpande | | | | |
| | At the beginning of the year i.e. 01.04.2017 | 16447400 | 51.24 | ----- | ----- |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | NO CHANGE | | | |
| | At the End of the year i.e. 31.03.2018 | | | 16447400 | 51.24 |

INDEBTEDNESS

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

(in Rs.Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|-----------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 9.85 | - | - | 9.85 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 9.85 | NIL | NIL | 9.85 |
| Change in Indebtedness during the financial year | | | | |
| - Addition | 30.00 | - | - | 30.00 |
| -(Reduction) | (11.83) | - | - | (11.83) |
| Net Change | 18.17 | NIL | NIL | 18.17 |

| | | | | |
|-----------------------------------------------|--------------|------------|------------|--------------|
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 28.02 | NIL | NIL | 28.02 |

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl. No. | Particulars of Remuneration | Dr. Gautam Mohan Deshpande (Managing Director) | Dr.Sowmya Deshpande (Whole-Time Director) |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| 1. | Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3)Income- tax Act, 1961 | Rs. 12,00,000 NIL NIL | Rs. 12,00,000 NIL NIL |
| 2. | Stock Option | NIL | NIL |
| 3. | Sweat Equity | NIL | NIL |
| 4. | Commission - as % of profit - others, specify... | NIL NIL | NIL NIL |
| 5. | Others, please specify | NIL | NIL |
| | Total(A) | Rs. 12,00,000 | Rs. 12,00,000 |
| | Ceiling as per the Act | 10% of the net profit of the Company calculated as per Section 198 of the Companies, 2013 read with Schedule V of the Companies Act, 2013 (the "Act"). However, members in their general meeting approved the above remuneration in compliance with the Schedule V of the Act | |

Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Independent Directors/ Non-Executive Directors | | | | |
|---------|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------|----------------------|----------------------------|
| | | Dr.Rajnis h Kumar Pandey | *Dr.V.S. Mohan | *Dr.Ajit Shetty | **Dr,Burz in Khan | **Dr.Pratibha Walinjkar |
| 1 | <u>Independent Directors</u> | | | | | |
| | Fee for attending Board, committee meetings | Rs.60000 | Rs.30000 | Rs.30000 | Rs.30000 | Rs.30000 |
| | Commission Others, please specify | NIL | NIL | NIL | NIL | NIL |
| | Total (1) | Rs.60000 | Rs.30000 | Rs.30000 | Rs.30000 | Rs.30000 |
| 2 | <u>Other Non-Executive Directors</u> | | | | | |
| | ·Fee for attending board committee meetings | NIL | NIL | NIL | NIL | NIL |
| | ·Commission ·Others, please specify | | | | | |
| | Total(2) | NIL | NIL | NIL | NIL | NIL |
| | Total =(1+2) | Rs.60000 | Rs.30000 | Rs.30000 | Rs.30000 | Rs.30000 |
| | Total Managerial Remuneration | Rs.60000 | Rs.30000 | Rs.30000 | Rs.30000 | Rs.30000 |
| | Overall Ceiling as per the Act | Sitting fees payable to the Director for attending the meeting of the Board or committee shall not exceed one Lakhs rupees per meeting of the Board or committee | | | | |

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | Total |
|---------|---------------------------------------------------------------------------------|--------------------------|-------------------|-----------|
| | | CFO | Company Secretary | |
| 1. | Gross salary | Mr. Amit Tyagi | Mrs. Dipti Modi | |
| | (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 | Rs. 455000 | Rs.502476 | Rs.957476 |
| | (b)Value of perquisites u/s 17(2)Income-tax Act,1961 | - | - | - |
| | (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961 | - | - | - |

| | | | | |
|----|------------------------------------------------------|------------|------------|------------|
| 2. | Stock Option | - | - | - |
| 3. | Sweat Equity | - | - | - |
| 4. | Commission - as% of profit -others, specify... | - | - | - |
| 5. | Others, please specify | - | - | - |
| | Total | Rs. 455000 | Rs. 502476 | Rs. 957476 |

I. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/Compounding fees imposed | Authority[RD /NCLT/Court] | Appeal made. If any(give details) |
|-------------------------------------|------------------------------|-------------------|---------------------------------------------------------|---------------------------|-----------------------------------|
| A. Company | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. Directors | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. Other Officers In Default | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

Reg Off:

For and on behalf of the Board of Directors
Scandent Imaging LimitedPlot No. A357, Road No. 26,
Wagle Industrial Estate, MIDC
Thane (West), Thane- 400604

CIN: L93000MH1994PLC080842

Email:csscandent@gmail.com

Website: www.scandent.in

Tele Ph: 022-25833205

Fax: 022- 41842228

Gautam Deshpande
Managing Director
DIN: 00975368Sowmya Deshpande
Whole-time Director
DIN: 00705918

Date: 29/05/2018

Place: Thane

Annexure – 2

Information required under Section 197 of the Companies Act, 2013 read with 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, are given below:

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2017-2018, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2017-2018.

| Sr. No. | Name of Director/ KMP | Designation | Ratio of remuneration of each Director to median remuneration of Employees | Percentage increase in Remuneration |
|---------|----------------------------|--------------------------------|----------------------------------------------------------------------------|-------------------------------------|
| 1 | Dr. Gautam Mohan Deshpande | Chairman and Managing Director | 2.67 | Nil |
| 2 | Dr. Sowmya Deshpande | Whole time Director | 2.67 | Nil |
| 3 | Mr. Amit Tyagi | CFO | Not Applicable | Nil |
| 4 | Mrs. Dipti Modi | Company Secretary | Not Applicable | Nil |

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2017-2018.
 - Median remuneration of the Company for all its employees is Rs.9,00,000 for the financial year 2017-2018.
 - The Non-Executive Directors of the Company are entitled for sitting fee. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.
- ii. The percentage increase in the median remuneration of Employees for the financial year was 15.48%.
- iii. The Company has 174 permanent Employees on the rolls of Company as on 31st March, 2018.
- iv. Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 11%. The increase in the managerial remuneration was Nil. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies.

- v. **The key parameters for any variable component of remuneration:** Not applicable.
- vi. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
- vii. **Particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:** Nil

Reg Off:

Plot No. A 357, Road No. 26,
Wagle Industrial Estate, MIDC
Thane (West), Thane- 400604

CIN: L93000MH1994PLC080842

Email:csscandent@gmail.com

Website: www.scandent.in

Tele Ph: 022-25833205

Fax: 022- 41842228

**For and on behalf of the Board of Directors
Scandent Imaging Limited**

**Gautam Deshpande
Managing Director
DIN: 00975368**

**Sowmya Deshpande
Whole-time Director
DIN: 00705918**

Date: 29/05/2018

Place: Thane

Form No. MR- 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

To,
The Members
Scandent Imaging Limited
A-357, Road No. 26,
Wagle Industrial Estate,
MIDC, Thane (west)- 400604.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SCANDENT IMAGING LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the Audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable during the Audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the Audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the Audit period)and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable during the Audit period)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015

(vi) OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY

No other law is specifically applicable to the Company. The Company has also confirmed the same.

(vii) OTHER LAWS APPLICABLE TO THE COMPANY

The adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environmental laws etc. to the extent of their applicability to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. During the year there was no change in the composition of the Board of Directors
- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

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

I further report that during the audit period:

- i) The Company has Re-appointed Mr. Burzin Phiroze Khan as an Independent Director of the Company for second term of Five years by passing Special Resolution in Annual General Meeting held on 27.09.2017.
- ii) The Company has Re-appointed Mrs. Pratibha Bhushan Walinjkar as an Independent Director of the Company for second term of Five years by passing Special Resolution in Annual General Meeting held on 27.09.2017.
- iii) The company has shifted its registered office from 503, 5th Floor, Churchgate Chambers, New Marine Lines, Mumbai 400020 to A-357,Road No.26,Wagle Industrial Estate, MIDC, Thane (west) 400604. i.e. outside the local limits but within the jurisdiction of same Registrar of Companies by passing Special Resolution by Postal Ballot w.e.f. 01.01.2018.
- iv) The Company has Re-appointed M/s. M. B. Agrawal & Co., Chartered Accountant (FRN:100137W) as Statutory Auditor of the Company for the term of 4 years by passing Ordinary Resolution in Annual General Meeting held on 27.09.2017

- v) The Company has adopted new set of Memorandum of Association in place of Existing Memorandum of Association by passing Special Resolution in Annual General Meeting held on 27.09.2017.
- vi) The Company has adopted new set of Articles of Association in place of Existing Articles of Association by passing Special Resolution in Annual General Meeting held on 27.09.2017.

Ajay Kumar
Ajay Kumar & Co.
FCS No. 3399
C.P. No. 2944

Date: 29/05/2018

Place: Mumbai

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

‘Annexure A’

To,

The Members

Scandent Imaging Limited

A-357, Road No.26,

Wagle Industrial Estate,

MIDC, Thane (west) - 400604.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Ajay Kumar

Ajay Kumar & Co.

FCS No. 3399

C.P. No. 2944

Date: 29.05.2018

Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Company is engaged in the business of Medical, Dental & Clinical services. The health care sector in India is rapidly emerging because of rise in the socio economic environment, awareness in the people, rise in income of the family and more so because the people are willing to invest in health care.

The economy had just begun to shrug off the effects of demonetization in the previous fiscal and its transient impact on all aspects of the domestic economy. Another landmark reform of having a uniform domestic tax regime in the form of Goods and Services Tax was introduced w.e.f July 1, 2017. This is a rationalization effort by the central and state governments to ensure all indirect taxes move towards a single rate and make India one large market place. As per the provisional estimates of the Central Statistical Organization (May 2018), Indian economy (GDP at constant prices) grew by 6.7% in FY2017-18 as against 7.1% in FY2016-17, representing a growth rate decline of 0.4%. The GDP at the end of FY2017-18 stood at Rs 130.1 trillion.

Yet, India remained amongst the fastest growing economies in the world. 59.3% of the GDP was contributed by the services sector, followed by 29.1% by the industrial sector and 17.1% by the agricultural sector. Gross Domestic Savings stood at 30% of the GDP for FY2016-17 as against 31.3% the previous fiscal. This has been primarily due to the reduction in the household savings segment.

For MSME companies with turnover of upto Rs 50 Crores the corporate tax rate was reduced to 25% for the year. Revenues for the Indian private sector companies grew by 14% during FY2017-18, while Net Profits declined by 9% during the same period. As per RBI data, Non Performing Assets (NPA) rose from 9.6% to 10.2%, with Public Sector Banks leading portfolio taking a huge beating. This has negatively impacted the ability of the banking sector to revive the credit growth.

Net Foreign Portfolio Investments/Foreign Institutional Investments for the year were at Rs 1,44,680 Crores. This was much healthier than the Rs 48,421 crores of net inflows the previous fiscal (FY2016-17).

Revenue Deficit for the year 2017-18 as a percent of GDP stood at 2.6% as against 2.1% in 2016-17. However, the Fiscal Deficit remained at 3.5% of the GDP for both FY2018 and FY2017. Indian Rupee appreciated against the US Dollar from Rs 67.07 a dollar to Rs 64.45 as per RBI Data, indicating the strengthening of Rupee during the period.

Imports grew by a massive 19.59% during FY2017-18 to US\$ 459.67 billion, while exports rose by a modest US \$302.84 billion, with a negative trade balance of US\$ 156.83 in FY2017-18 against US\$ 108.5 billion in FY2016-17. This is a concern for India. India is a net importer of Crude Oil and also has lately been importing a lot of consumer goods and technology equipments, without being steadily able to improve its exports significantly.

Your company is seeks both organic and non-organic modes of growth for this business. The potential size of India's dental market is vast and is expected to become one of the largest single country markets for overseas dental products and materials. The total market for the dental equipments and materials is estimated to be around US\$ 90 million annually. India's market for dental products is extremely dynamic, with a current estimated growth rate of between 25 to 30%

The main focus of our Company is Dental imaging, particularly Cone Beam CT Technology (CBCT). The concept of Cone Beam CT Technology (CBCT) is rapidly growing and gaining popularity. Cone Beam CT Technology (CBCT) is a new diagnostic tool that has revolutionized diagnosis and treatment planning in the dental field. Still there is a vast untapped dental imaging market in India, which the Company intends to cover and provide world class services to the consumers.

INDIAN HEALTHCARE INDUSTRY - AN OVERVIEW

(Source: IBEF, June 2018 update)

Healthcare has become one of India's largest sectors - both in terms of revenue and employment. Healthcare comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment.

The Indian healthcare sector is growing at a brisk pace due to its strengthening coverage, services and increasing expenditure by public as well private players.

Indian healthcare delivery system is categorized into two major components - public and private. The Government, i.e. public healthcare system comprises limited secondary and tertiary care institutions in key cities and focuses on providing basic healthcare facilities in the form of primary healthcare centres (PHCs) in rural areas. The private sector provides majority of secondary, tertiary and quaternary care institutions with a major concentration in metros, tier I and tier II cities.

India's competitive advantage lies in its large pool of well-trained medical professionals. India is also cost competitive compared to its peers in Asia and Western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe.

Market Size

India is experiencing 22-25 per cent growth in medical tourism and the industry is expected to double its size from present (April 2017) US\$ 3 billion to US\$ 6 billion by 2018. Medical tourist arrivals in India increased to 1.07 million in January 2018 from 0.98 million in January 2017.

There is a significant scope for enhancing healthcare services considering that healthcare spending as a percentage of Gross Domestic Product (GDP) is rising. Rural India, which accounts for over 70 per cent of the population, is set to emerge as a potential demand source.

In 2017, the Government of India has provided grant-in-aid for setting up of AYUSH educational institutions in States and Union Territories.

Investment

The hospital and diagnostic centers attracted Foreign Direct Investment (FDI) worth US\$ 4.99 billion between April 2000 and December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP). Some of the recent investments in the Indian healthcare industry are as follows:

- India and Cuba have signed a Memorandum of Understanding (MoU) to increase cooperation in the areas of health and medicine, according to Ministry of Health and Family Welfare, Government of India.

Indian Government Initiatives

Some of the major initiatives taken by the Government of India to promote Indian healthcare industry are as follows:

- India's first ever 'Air Dispensary', which is based in a helicopter, will be launched in the Northeast and the Ministry of Development of Northeast Region (DONER) has already contributed Rs 25 crore (US\$ 3.82 million) for its funding.
- The Intensified Mission Indradhanush (IMI) has been launched by the Government of India with the aim of improving coverage of immunisation in the country and reaches every child under two years of age and all the pregnant women who have not been part of the routine immunisation programme.

- The Union Cabinet approved setting up of National Nutrition Mission (NNM) with a three year budget of Rs 9,046.17 crore (US\$ 1.40 billion) to monitor, supervise, fix targets and guide the nutrition related interventions across the Ministries.
- The Government of India aims to increase the total health expenditure to 2.5 per cent of Gross Domestic Product (GDP) by 2025 from the current 1.15 per cent.
- Mr J P Nadda, Union Minister of Health and Family Welfare, Government of India, launched initiatives such as LaQshya, for Labour Room Quality Improvement, a mobile application for safe delivery, and operational guidelines for obstetric high dependency units (HDUs) and intensive care units (ICUs).
- In March 2018, the Union Cabinet of India approved the continuation of National Health Mission with a budget of Rs 85,217 Crores (US\$ 13.16 billion) from 1st April 2017 to 31st March 2020.
- In April 2018, the Government of India approved to sign Memorandum of Understanding (MoU) with the medical agencies of BRICS countries for cooperation in the field of medical products.
- In April 2018, the Government of India apprised the signing of Memorandum of Agreement (MoA) between India and World Health Organisation to facilitate in improving public health in India
- In May 2018, the Government of India approved financial outlay of Rs 14,832 Crores (US\$ 2.30 billion) for FY2017-18 to FY2019-20.
- In May 2018, the Government of India approved Rs 1,103 Crores (US\$ 170.14 million) for setting up All India Institute of Medical Sciences (AIIMS) in Deoghar, Jharkhand.
- In June 2018, the Ministry of Health and Family Welfare signed an Memorandum of Understanding (MoU) with the Norwegian Ministry of Foreign Affairs through the Norway India Partnership Initiative (NIPI) from 2018-2020, the cooperation is aligned with National Health Policy 2017.

OPPORTUNITIES AND THREATS:

Challenges for the Indian Healthcare Industry

(Source: BCCI Report, May 2017 by PWC)

- There is a shortage of qualified doctors, nurses and beds.

On the infrastructure front as well, there is a need for exponential growth. India lacks are all the three gradients in terms of availability of qualified manpower resources as per World Health Organization recommendations.

Ratio of Doctors, Nurses and Hospital Beds per 1000 of population stands at 0.65, 1.3 and 1.3 respectively as against the recommended requirements of 1, 2.5 and 3.5 respectively.

- India does not have consistent quality in the healthcare sector across the nation - less than 2% of hospitals in India are accredited.

There are also a large number of informal players and unqualified individuals acting as doctors.

- Healthcare facilities are not accessible uniformly across India. In some places, patients might have to travel hundreds of kilometres to avail basic healthcare services.

- Government health expenditure is very low - In fact, it is the lowest out of all BRICS countries.

However, this should improve once Budget 2018 is implemented.

- Private expenditure is very high in India. It currently stands at around 70% whereas for the UK, this figure stands at 16.9%.
- There is low penetration of insurance in India. At 62.4%, out-of-pocket health expenditure is a very high share of the total healthcare expenditure in India. In the UK and USA, this share stands at around 9.7% and 11% respectively.
- The Indian healthcare system is reactive. Patients don't act proactively and often visit a hospital only when the disease has reached an advanced stage. This can be attributed to lack of awareness about diseases, care and services available.
- Although government initiatives are in place, currently, they are not mobilized effectively to optimise healthcare delivery in India. Source: Lancet, World Bank Figure

Disruptions Technologies expected to change the Healthcare System

As per BBCI-PWC May 2017 report, technology would be a key driver disrupting the delivery of healthcare in a nation as large as India with many deficiencies. This could be a great game changer for the industry in terms of patient care, doctor service delivery and diagnostics methodologies.

Some of the key areas wherein these opportunities have been shortlisted are: Less invasive diagnostics, patient facing mobile applications, remote monitoring solutions, digital platform integrations, surgical robotic tools, Ancillary Services, Connected devices for Home use, 3D Devices, Artificial Intelligence and Smaller Implants.

The key benefits anticipated by the use of emerging technologies for the industry are:

- Provide real-time patient information and assist with symptom-based diagnosis which can save doctors' time and enable them to consult more patients.
- Provide consultations and conduct surgeries remotely, thus bringing healthcare to remote areas with no access to basic healthcare facilities.
- Enable the patient and healthcare providers to take proactive measures based on an analysis of vitals captured remotely using wearable medical devices.
- Provide critical home care with the same level of care and cleanliness that is provided in the ICU along with remote monitoring of a patient's vitals.
- Decentralise patient health records using blockchain technology to maintain a single source of truth and provide control to patients regarding who can access their records.

Healthcare Sector India – The Road Ahead

(Source: IBEF and CII)

India is a land full of opportunities for players in the medical devices industry. India's healthcare industry is one of the fastest growing sectors and in the coming 10 years it is expected to reach \$275 billion. The country has also become one of the leading destinations for high-end diagnostic services with tremendous capital investment for advanced diagnostic facilities, thus catering to a greater proportion of population. Besides, Indian medical service consumers have become more conscious towards their healthcare upkeep.

Indian healthcare sector is much diversified and is full of opportunities in every segment which includes providers, payers and medical technology. With the increase in the competition, businesses are looking to explore for the latest dynamics and trends which will have positive impact on their business.

India's competitive advantage also lies in the increased success rate of Indian companies in getting Abbreviated New Drug Application (ANDA) approvals. India also offers vast opportunities in R&D as well as medical tourism. To sum up, there are vast opportunities for investment in healthcare infrastructure in both urban and rural India.

The Indian healthcare sector is expected to reach Rs 8.6 trillion (US\$ 133.44 billion) by 2022. Rising income level, greater health awareness, increased prevalence of lifestyle diseases and improved access to insurance would be the key contributors to growth.

The sector is expected to generate 40 million jobs in India by 2030. As of June 2018, number of primary health centres (PHCs) increased to 32,743 and number of sub centres reached to 167,732.

The hospital industry in India stood at Rs 4 trillion (US\$ 61.79 billion) in 2017 and is expected to reach Rs 8.6 trillion (US\$ 132.84 billion) by 2023.

The private sector has emerged as a vibrant force in India's healthcare industry, lending it both national and international repute. It accounts for almost 74 per cent of the country's total healthcare expenditure. Telemedicine is a fast-emerging trend in India; major hospitals (Apollo, AIIMS, NarayanaHrudayalaya) have adopted telemedicine services and entered into a number of public-private partnerships (PPP).

Further, presence of world-class hospitals and skilled medical professionals has strengthened India's position as a preferred destination for medical tourism.

In December 2017, the Government of India provided grant-in-aid under the National AYUSH Mission (NAM), to set up AYUSH educational institutions in States and Union Territories where such institutions are not available in the government sector.

The Government of India aims to develop India as a global healthcare hub. It has created the Intensified Mission Indradhanush (IMI) for improving coverage of immunization in the country and reaches every child under two years of age and all the pregnant women who have not been part of the routine immunization programme.

As of January 2018, PradhanMantriSurakshitMatritvaAbhiyan (PMSMA), a programme launched in 2016 to ensure comprehensive and quality antenatal check-ups to pregnant women across India, has crossed the 10 million mark. In March 2018, Union Cabinet approved budget support of Rs 85,271 crore (US\$ 13.16 billion) for the period of April 2017- March 2020 under the National Health Mission to encourage medical infrastructure in India.

To conclude based on the assessment of CII on the opportunities for the healthcare industry in the medium term specifically include four core pillars:

Healthcare Infrastructure - Additional 1.8 million beds needed for India to achieve the target of 2 beds per 1,000 people by 2025. Additional 1.54 million doctors required to meet the growing demand for healthcare. Investment of USD 86 billion required to achieve these targets

Health Insurance - Less than 15% of the Indian population is covered through health insurance. The total market size of the insurance sector in India was USD 66.4 billion in FY 13. It is projected to touch USD 350-400 billion by 2020.

Medical Tourism - Indian medical tourism industry is expected to register a CAGR of more than 20% during 2013-2015. Cost of surgery in India is nearly (1/10)th of the cost in developed countries

Research & Development - Contract research is a fast growing segment in the Indian healthcare industry. Cost of developing new drug is as low as 60% of the testing cost in the USA. About 60% of global clinical trials are outsourced to developing countries.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company presently operates in one segment that is healthcare services.

BUSINESS OVERVIEW, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK

During the year under review, the total revenue was Rs. 543.14 Lakhs, and Expenses were Rs. 43.07 Lakhs as compared to Revenue of Rs.198.54 and expense were Rs. 178.94 Lakh during the previous year.

Your company performed well and delivered another year of consistent and responsible growth. Your Company is in the process to expand its business. Your Company's strategic intent continues to be strengthening of its leadership position in the business.

Your company's primary business of running the chain of CBCT imaging centres continued to do well. The number of such centres expanded from 9 centres at the beginning of this fiscal, to 10 centres by end of March 2018. Your company took over 3 hospitals in Mumbai. They were an operating 15 bed hospital for management in Saki Naka, a 25 bed hospital in Mahim and a 100 bed infrastructure multi specialty hospital in Mira Road, in Mumbai. These acquisitions were done between August 2017 and March 2018. Your company for furtherance and more efficient function of the business purchased four machines for CBST scan of Care stream Maker- Kodak CS 9300 Model No. Dry view 5700 laser imager in the previous year.

RISKS AND CONCERNS

Risk and threat are inherent part of the any Industry. Although, risks cannot be avoided completely in any type of business but they can surely be mitigated with the help of well planned strategies. Our Company strives to minimize the risk and maximize return but because of fragile economy, slow growth rate, cost of borrowing, fluctuation in currency, etc. the demand for the consumers is affected. The Company is constantly taking steps to mitigate the risk by early detection of risk, taking control measure and reviewing it from time to time.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company maintains adequate internal control system in place to ensure that the Company's resources both tangible and other assets are protected and that all the transactions are properly accounted for and recorded. The Company has appointed an Internal Auditor M/s. G. S. Toshniwal & Associates, Chartered Accountant who independently evaluates the efficiency of the internal control and also audits the transactions of the Company and reports to the Audit Committee of the Company.

HUMAN RESOURCES

Human resource has the key role in the growth and development of our organization. Your Company has embarked on several initiatives to strengthen its Employee Relations. There is a constant endeavour to identify individual capability development needs and provide structured support and intervention to hone these capabilities. However, management will increase its appropriate strength of human resource keeping in parity with the future business.

CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

CORPORATE GOVERNANCE REPORT**1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in widest sense and meet up its Stakeholder's aspirations and societal expectations. It is about promoting fairness, equity, transparency, accountability and respect for laws.

The Company has always endeavored to implement the Corporate Governance process in the most democratic form as maximization of shareholders' wealth is cornerstone of your company. Your Company has been committed in adopting and adhering to global recognized standards of corporate conduct towards its employees, clients and the society at large. The management team of your Company exerts the strict adherence to corporate governance practices in order to cover the entire spectrum of governance activities and benchmark its practices with the prevailing guidelines of Corporate Governance.

This Report, therefore, states the compliance status as per requirements of Companies Act, 2013 and Listing Regulations, 2015. Given below are the Company's corporate governance policies and practices for 2017-18. M/s. Scandent Imaging Limited has complied with the statutory and regulatory requirements stipulated in the applicable laws, including Listing Regulations, 2015.

2. ETHICS/GOVERNANCE POLICIES

Your Company strives to conduct business and strengthen the relationships in a manner that is dignified, distinctive and responsible. The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, the Company has adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Related Party Transactions
- Policy for evaluation of performance of the Board of Directors
- Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Code for Independent Directors
- Risk Management Policy
- Code of Conduct for Director and Senior Management
- Policy for annual evaluation by the Board of its own performance, that of its committees and individual Directors.
- Policy for prevention of sexual harassment of woman at workplace

3. BOARD OF DIRECTORS

The Board of Directors' key purpose is to ensure the company's prosperity by collectively directing the company's affairs, whilst meeting the appropriate interests of its shareholders and stakeholders. In

addition to business and financial issues, Boards of directors must deal with challenges and issues relating to corporate governance, corporate social responsibility and corporate ethics.

The Board of Directors is entrusted with the ultimate responsibility of the Management, direction and performance of the Company.

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

The Board of Directors is not related inter-se except Dr. Gautam Deshpande, Managing Director of the Company is a relative of Dr. Sowmya Deshpande, Whole Time Director of the Company (Husband and wife).

4. COMPOSITION OF THE BOARD:

The Board Comprises Two Executive Directors and Three Non Executive Independent Directors. The composition of Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibility and provide leadership to the business.

The Composition of the Board is conformity with regulation 17 of the SEBI Listing Regulations read with section 149 of the Act. Independent Directors are non –executive directors as defined under Regulation 16 (1) (b) of the SEBI Listing Regulations 2015 read with section 149 (6) of the Companies Act, 2013 (“Act”). The maximum tenure of an independent Director is in compliance with the Act. All the independent Directors confirm that they meet the criteria as mentioned under Regulation 16 (1)b of the SEBI Listing Regulation 2015 read with Section 149(6) of the act .The details of each member of the Board, their attendance at Board Meeting held during the year along with the number of directorship /committee Membership /Chairmanship are given herein below:

Detail of composition of Board of Directors, attendance, no of directorship in other Companies is given below:

| Name of Directors | Category | No of Board Meeting during the year | | Whether attended last AGM held on 27 th September, 2017 | No. of Directorship in listed entities including this listed Entity | No. of post of Membership/Chairpers on in Committee held in listed entities including this listed entity.* | |
|-----------------------------|--------------------------------------|-------------------------------------|----------|--------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------|
| | | Held | Attended | | | Chairman | Member |
| Dr. Gautam Deshpande | Managing Director | 5 | 5 | Yes | 1 | NIL | 1 |
| Dr. Rajnish Pandey | Non Executive & Independent Director | 5 | 5 | Yes | 1 | 2 | NIL |
| Dr. Sowmya Gautam Deshpande | Whole Time Director | 5 | 5 | Yes | 1 | NIL | NIL |
| Dr. Burzin Khan | Non Executive & Independent Director | 5 | 5 | Yes | 1 | NIL | 1 |
| Dr. Pratibha Walinjar | Non Executive & Independent Director | 5 | 5 | Yes | 1 | NIL | 2 |

** Includes only Audit/Stakeholder Committee

Note: None of the Directors is a member of the Board of more than twenty Companies or a member of more than ten Board-level Committees or a Chairman of more than five such Committees.

5. BOARD MEETING

During the year under review, the Board meet 5 (Five) times in the year. The dates on which the Board Meeting were held are 2nd May 2017, 30th May 2017, 11th August 2017, 14th November 2017 and 14th February 2018. At any given time the gap between any two meetings did not exceed four months. The necessary quorum was present for all the meetings.

During the year 2017-18, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration. Notice of the meetings is given well in advance to all the Directors in writing at their residential address. The draft minutes of the proceedings of the Board of Directors/Committees are circulated in advance and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman.

6. BOARD PROCEDURE

A detailed agenda and notes thereon are sent to each Director in advance of Board and Committee Meetings except for the Unpublished Price Sensitive Information which are circulated separately or placed at the Meetings of the Board and the Committees. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any documents of the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. To enable the Board to discharge its responsibilities effectively, the Board is appraised at every meeting on the overall performance of the Company. A detailed report on operations of the Company and quarterly compliance report are also presented at the Board Meetings. The Board reviews strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any, minutes of the Board Meetings of your Company's subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary companies, approval of Quarterly / half yearly / annual Financial Results, significant labour issues, if any, transaction pertaining to purchase / disposal of property, if any, major accounting provisions and write-offs, corporate restructuring, if any, Quarterly details of foreign exchange exposures, Minutes of meetings of the Audit Committee and other Committees of the Board and information on recruitment of senior officers just below the Board level including appointment or removal of chief financial officer and company secretary. The Board reviews a compliance certificate issued by the Managing Director regarding compliance with the requirements of various Statutes, Regulations and Rules as may be applicable to the business of the Company. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalises the agenda for Board meetings.

7. DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Dr. Sowmya Deshpande (DIN: 00705918), being longest in the office, retires by rotation at the ensuing Annual General Meeting. Dr. Sowmya Deshpande being eligible, has offered herself for re-appointment. Brief resume of Dr. Sowmya Deshpande, Director seeking re-appointment is given with Annexure A of Notice.

8. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Regulation 25 (7) of the listing Regulation, The Company imparted various familiarization programme for its Directors. Your Company has put in place a structured induction and familiarization

programmes for all its Independent Directors. The Company through such programme familiarizes the Independent Directors, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

Pursuant to Regulation 46 the details required are available on the website of the company at the web link: <http://www.scandent.in/policies.html> .

9. INDEPENDENT DIRECTOR'S MEETING

The Independent Director of your Company meet before the Board Meeting without the presence of the Non -Independent Director .These meeting are conducted in a flexible manner to enable the Independent director to ,inter-alia discuss matters pertaining to review the performance of Non Independent director and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year, one meeting of the Independent Directors was held on 31st March 2018

10. CODE OF CONDUCT

As per Regulation 17 (5) of the SEBI Listing Regulations, 2015, the Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct is also posted on the website of the Company at the following link: <http://www.scandent.in/code-of-conduct.html>

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2018. The annual report of the Company contains certificate by the CEO and Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.

11. COMMITTEES OF THE BOARD

11.1 AUDIT COMMITTEE:

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act. The Audit Committee comprises of the following Director viz. Dr. Rajnish Kumar Pandey, Chairman, Dr. Pratibha Walinjkar and Dr. Gautam Deshpande.

The term of reference of these committees are very wide and are in line with the regulatory requirement mandated by the act and part C of the Schedule II of the Listing Regulation.

The Committee acts as a link between the Statutory and the internal Auditors and Board of Directors of the Company.

The terms of reference of the audit committee are broadly as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, re-appointment, Remuneration and term of appointment of auditor of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3) (c) of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditors' independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter - corporate loans and investments.
10. Examination of the financial statement and the auditor report thereon.
11. Evaluation of internal controls and risk management systems;
12. Valuation of undertakings or assets of the company, wherever it is necessary
13. Establish a vigil mechanism for directors and employees to report genuine concerns manner as may be prescribed;
14. The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company
15. The audit committee shall review the information required as per SEBI Listing Regulations.
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The necessary quorum was present for all the meetings

The composition of the Audit committee and the details of meetings attended by its members are given below:

| Name | Designation | Category & Status | No. of Meetings held during the financial year 2017-18 | No. of Meetings Attended during the financial year 2017-18 |
|----------------------------|-------------|----------------------|--------------------------------------------------------|------------------------------------------------------------|
| Dr. Rajnish Kumar Pandey | Chairman | Independent Director | 4 | 4 |
| Dr. Gautam Mohan Deshpande | Member | Managing Director | 4 | 4 |
| Dr.Pratibha Walinjkar | Member | Independent Director | 4 | 4 |

Four audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows 30th May, 2017, 11th August 2017, 14th November, 2017 and 14th February, 2018. Minutes of the meetings of the Audit Committee are approved by the Chairman of the Committee in its next meeting and are noted and confirmed by the Board in the subsequent Board Meeting.

All the Members of the Committee have rich, vast experience in the field of finance, accounts, corporate laws and the business of the Company. The Statutory Auditor and the Internal Auditor may attend the meeting of the Audit Committee whenever they are invited.

11.2 STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act, 2013.

The broad terms of reference of committee as below.

To Consider and resolve the grievances of shareholders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.

Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

During the year under review, the Stakeholder Relations Committee met four (4) times follows 30th May, 2017, 11th August 2017, 14th November, 2017 and 14th February, 2018. The composition of the Stakeholders Relationship Committees and the details of meetings attended by its members are given below:

| Name | Designation | Status | No. of Meetings held during the financial year 2017-18 | No. of Meetings Attended during the financial year 2017-18 |
|--------------------------|-------------|----------------------|--------------------------------------------------------|------------------------------------------------------------|
| Dr. Rajnish Kumar Pandey | Chairman | Independent Director | 4 | 4 |
| Dr.Burzin Khan | Member | Independent Director | 4 | 4 |

| | | | | |
|-----------------------|--------|----------------------|---|---|
| Dr.Pratibha Walinjkar | Member | Independent Director | 4 | 4 |
|-----------------------|--------|----------------------|---|---|

During the year under review, the Company has not received any complaints; hence no complaints are pending as on 31st March 2018. A confirmation of the same has been received from the Registrar and transfer agent.

Name, Designation and Address of Compliance Officer:

Mrs. Dipti Modi
 Company Secretary and Compliance Officer
 Plot No. A 357, Road No. 26, Wagle Industrial Estate,
 MIDC, Thane (West) - 400604, Maharashtra
Tel no.: 022-25833205
Fax: 022- 41842228
 Web site: www.scandent.in
 Email id: csscandent@gmail.com

11.3 NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act 2013.

The Nomination and Remuneration Committee broadly plays a dual role of determining the composition of the Board based on need and requirements of the Company from time to time and determines the overall compensation framework and policy for Directors, senior management and employees.

Meetings:

The Committee met once during the year under review. The Committee meeting was held on 11th August 2017. As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meetings of the Company.

The composition of the Nomination and Remuneration Committees and the details of meeting attended by its members are given below;

| Name | Designation | Status | No. of Meetings held during the financial year 2017-18 | No. of Meetings Attended during the financial year 2017-18 |
|--------------------------|-------------|----------------------|--------------------------------------------------------|------------------------------------------------------------|
| Dr.Pratibha Walinjkar | Chairman | Independent Director | 1 | 1 |
| Dr. Rajnish Kumar Pandey | Member | Independent Director | 1 | 1 |
| Dr.Burzin Khan | Member | Independent Director | 1 | 1 |

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include attendance at Board and Committee Meetings, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

The broad terms of reference of the nomination and remuneration committee are as under;

1. Recommend to the Board the setup and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director.” The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
2. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
3. Recommend to the Board the appointment or reappointment of directors.
4. The Committee’s role includes identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every Director’s performance.
5. Recommend to the Board appointment of Key Managerial Personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this Committee).
6. Formulation of criteria for evaluation of Independent Directors and the Board
7. Devising a policy on Board diversity;
8. Oversee familiarization programmes for directors.
9. On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
10. Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

Remuneration Policy

Remuneration policy in the Company is designed to create a high performance culture. The policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company had been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. The policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

The aforesaid Policy has also been posted on the Company’s website on <http://www.scandent.in/policies.html>.

9.4 RISK MANAGEMENT COMMITTEE:

Regulation 21 of the Listing Regulations mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and

minimization procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

The Composition of the Risk Management Committee is given below:

| Name | Designation | No. of Meetings held during the financial year 2017-18 | No. of Meetings Attended during the financial year 2017-18 |
|----------------------------|-------------|--------------------------------------------------------|------------------------------------------------------------|
| Dr. Gautam Mohan Deshpande | Chairman | 1 | 1 |
| Dr. Rajnish Kumar Pandey | Member | 1 | 1 |
| Dr. Pratibha Walinjar | Member | 1 | 1 |

One meeting was held on 14th February 2018 during the financial year 2017-18. The Board of Directors has adopted Risk Management Policy which is posted on the Company's website on <http://www.scandent.in/policies.html>. The roles and responsibilities of the Risk Management Committee shall be such as may be stated in the Risk Management Policy.

12. DIRECTORS REMUNERATION:

Managing Director and Whole Time Director:

Details of remuneration paid/payable to directors during 2017-18 are provided in an Annexure-1 to the Directors' Report in section VI of Form MGT-9, i.e., extract of the Annual Return.

Non Executive Directors

The Non Executive Directors are entitled for sitting fees of the Board/ Committee Meeting. The Company's Non Executive Directors are paid sitting fees of Rs. 10, 000/- for Board Meeting in the each Quarter and Rs. 5,000/- for Committee Meeting in the each Quarter attended by them irrespective of the number of Board/ Committee Meetings held in each Quarter.

13. SUBSIDIARY:

The Company does not have any subsidiary Company.

14. GENERAL BODY MEETINGS:

a) Annual General Meeting

The Particulars of Annual General Meeting held during the last three years are as follows:

| Financial Year | Date & Time | Venue | Special Resolution | Details of Special Resolution passed |
|----------------|------------------------------------------------|--------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|
| 2014-2015 | 30 th September, 2015 at 11.30 a.m. | IMC, Building ,Indian Merchant Marg,Charchgate,Mumbai-400020 | Yes | 1. Re-appointment of Dr. V.S. Mohan as an independent Director 2. Re-appointment of Dr. |

| | | | | |
|-----------|------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | | | V.S. Mohan & Ajit Shetty as an independent Director |
| 2015-2016 | 30 th September, 2016 at 11.30.a.m | IMC, Building ,Indian Merchant Marg, Charchgate, Mumbai-400020 | Yes | 1.Revision in terms of Remuneration of Dr. Sowmya Gautam Deshpande, Whole Time Director of The Company 2.Re-Appointment of Dr. Gautam Deshpande as Managing Director of The Company 3.Revision in Terms of Remuneration of Dr. Gautam Deshpande, a Managing Director of The Company 4.Appointment of Dr. Burzin Khan (07590268) as an Independent Director 5.Appointment of Dr. Pratibha Bhushan Walinjar (Din: 07469900) as an Independent Director |
| 2016-17 | 27 th September, 2017 at 11.30 a.m. | IMC, Building ,Indian Merchant Marg, Charchgate, Mumbai-400020 | Yes | 1. Re-Appointment Of Dr. Burzin Khan As An Independent Director. 2. Re-Appointment Of Dr. Pratibha Bhushan Walinjar (Din: 07469900) As An Independent Director. 3. Adoption Of New Set Of Memorandum Of Association 4. Adoption Of New Set Of Articles Of Association. |

b) Extra Ordinary General Meeting

During the year under review 2017-2018, no Extra Ordinary General Meeting was held by the Members of the Company.

Postal Ballot

Details of Special Resolution passed through Postal Ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.

During the year under review, special resolution has been passed through the exercise of postal ballot.

Details of special resolution proposed to be conducted through postal ballot:

Special resolution is proposed to be conducted through postal ballot for approval for Shifting of Registered office out Side the local limit of the City

Person who conducted the Postal Ballot : Mukesh Siroya ,Proprietor ,Practising Company Secretary

Procedure for Postal Ballot: As per Instruction mentioned in the Notice

15. DISCLOSURES:

Compliance Certificate

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2017-18. The Company has been regularly submitting the quarterly compliance report to the stock exchanges as required under regulation 27 of the SEBI Listing Regulations, 2015.

Certificate on Corporate Governance

The Company has obtained the certificate from Practising Company Secretary regarding compliance with the provisions relating to Corporate Governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

Compliance of mandatory Requirements

1. Mandatory

Your Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

16. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy. The policy comprehensively provides an opportunity for any employee of the Company to raise and report any issue or any act resulting in financial or reputation loss and misuse of office or suspected or actual fraud. The policy has been communicated to the employees and the same is uploaded in the company's website i.e. <http://www.scandent.in/policies.html> .

17. MEANS OF COMMUNICATION

Your Company, from time to time and as may be required, Communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on

the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website. The Quarterly results of the Company are regularly submitted to the Stock Exchange where the shares of the Company are listed. Subsequently the results are also published in the one English Newspaper "Business Standard" and one Regional Newspaper "Mumbai Lakshadweep"

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information.

The Quarterly results of the Company are also uploaded on the website of the Company at <http://www.scandent.in/financial-results.html> after their declaration.

18. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting

Date : 29th August, 2018
Time : 12.00 Noon
Venue : A-357, Road No.26, Wagle Industrial Estate,
MIDC, Thane (west) - 400604

b) Financial year of the Company

The financial year covers the period from 1st April to 31st March.

c) Financial Calendar:

| | |
|---------------------------------------------|-----------------------------------------------|
| Results for first Quarter | On or before 14 th August 2018 |
| Results for second Quarter | On or before 14 th November 2018 |
| Results for third Quarter | On or before 14 th February 2019 |
| Results for fourth Quarter and Annual | On or before 30 th May 2019 |
| Annual general Meeting for the year 2018-19 | On or before 30 th September, 2019 |

d) Date of Book Closure

From 23rd August, 2018 to 29th August, 2018 (both days inclusive).

e) Dividend Payment Date

No dividend has been recommended for the Financial Year ended 2017-2018.

f) Listing on Stock Exchange

The Equity Shares of the Company are listed on the BSE Limited (BSE), P.J. Tower, Dalal Street, Mumbai - 400 001, Maharashtra . Listing Fee as applicable have been Paid.

g) Stock Code

BSE Limited: 516110

ISIN Demat No. INE146N01016

h) Corporate Identification Number (CIN): L93000MH1994PLC080842.**i) Registered office address:**

A-357, Road No.26,Wagle Industrial Estate, MIDC, Thane (west) Thane- 400604

j) Market Price Data - High, Low during each month in last financial year:

| BSE HIGH AND LOW PRICE AS ON APRIL'2017 -MARCH'2018 | | | | BSE SENSEX | |
|--------------------------------------------------------|-------|-------|-------|------------|-----------|
| Month | High | Low | Close | High | Low |
| April 2017 | 21.15 | 16.40 | 19.80 | 30,184.22 | 29,241.48 |
| May2017 | 22.50 | 18.05 | 18.65 | 31,255.28 | 29,804.12 |
| Jun2017 | 19.05 | 17.05 | 18.30 | 31,522.87 | 30,680.66 |
| Jul2017 | 19.45 | 17.90 | 18.80 | 32,672.66 | 31,017.11 |
| Aug2017 | 20.00 | 16.10 | 16.10 | 32,686.48 | 31,128.02 |
| Sep2017 | 16.90 | 15.70 | 15.90 | 32,524.11 | 31,081.83 |
| Oct2017 | 16.80 | 16.00 | 16.00 | 33,340.17 | 31,440.48 |
| Nov2017 | 16.00 | 11.00 | 12.60 | 33,865.95 | 32,683.59 |
| Dec2017 | 12.30 | 10.32 | 10.50 | 34,137.97 | 32,565.16 |
| Jan2018 | 19.06 | 10.21 | 19.06 | 36,443.98 | 33,703.37 |
| Feb2018 | 24.25 | 17.50 | 19.00 | 36,256.83 | 33,482.81 |
| Mar2018 | 24.00 | 16.25 | 18.50 | 34,278.63 | 32,483.84 |

k) Registrar and Share Transfer Agent (RTA)

Name and Address: Purva Sharegistry (India) Pvt Ltd

Unit no. 9, Shiv Shakti Ind. Estt.,

J .R. Boricha Marg, Opp. Kasturba Hospital Lane,

Lower Parel (E), Mumbai 400 011

Tel: 91-22-2301 6761 / 8261

Fax: 91-22-2301 2517

Email: busicomp@gmail.com

l) Share Transfer Mechanism:

The share transfers received are processed through Registrar and Share Transfer Agent (RTA), within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The share certificates duly endorsed are returned immediately to the shareholders by RTA. The details of transfers/transmission so approved, is placed before the Stakeholders Relationship Committee for its confirmation. The Stakeholders Relationship Committee meets as and when required to inter alia consider the other transfer proposals, requests for issue of duplicate share certificates, attend to Shareholders' grievances, etc.

m) Shareholding Pattern as on 31st March 2018:**(i) Distribution of Shares as on 31st March 2018:**

| Shareholding of Nominal Value | No. of Shareholders | % to total | In Rs. | % to total | No of shares held |
|-------------------------------|---------------------|------------|------------------|------------|-------------------|
| Upto 5000 | 3456 | 92.28 | 4321220 | 1.35 | 432122 |
| 5001 – 10000 | 93 | 2.48 | 807380 | 0.25 | 807380 |
| 10001 – 20000 | 59 | 1.58 | 969860 | 0.30 | 969860 |
| 20001 – 30000 | 20 | 0.53 | 511000 | 0.16 | 511000 |
| 30001 – 40000 | 8 | 0.21 | 290680 | 0.09 | 290680 |
| 40001 – 50000 | 21 | 0.56 | 994960 | 0.31 | 994960 |
| 50001 – 100000 | 28 | 0.75 | 2337060 | 0.73 | 233706 |
| 100001 and above | 60 | 1.60 | 310767840 | 96.81 | 310767840 |
| Total | 3745 | 100 | 321000000 | 100 | 32100000 |

(ii) Categories of Equity shareholders as on March 31, 2018:

| | | Category | No. of Shares | Shareholding % |
|------------|------------|-----------------------------------------------|-----------------|----------------|
| (A) | | Promoter & Promoter Group | 16447400 | 51.24 |
| | | Individuals/Hindu Undivided Family | | |
| | | Total (A) | 16447400 | 51.24 |
| (B) | (1) | Public Shareholding (Institutions) | | |
| | | Mutual Funds/ UTI | 2400 | 0.01 |
| | | Financial Institutions / Banks | 46500 | 0.14 |
| | | Sub-Total (B)(1) | 48900 | 0.15 |
| (B) | (2) | Public Shareholding (Non-institutions) | | |
| | (a) | Bodies Corporate | 1090246 | 3.40 |

| | | | | |
|--|-----|-----------------------------------------------------------------------------------|-----------------|--------------|
| | (b) | Individuals | | |
| | | i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 958698 | 2.99 |
| | | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 13192090 | 41.10 |
| | (c) | NRI (Repat. & Non Repat.) | 41900 | 0.13 |
| | (d) | Hindu Undivided Family | 103284 | 0.32 |
| | (e) | Clearing Members | 211082 | 0.66 |
| | | Sub - Total (B) (2) | 15603700 | 48.61 |
| | | Total Public Shareholding (B)= (B)(1)+(B)(2) | 15652600 | 48.76 |
| | | Total (A + B) | 32100000 | 100 |

n) **Plant Locations:** Not Applicable.

19. DEMATERIALIZATION OF SHARES

The Equity Shares of the Company are to be traded compulsorily in Dematerialized form. As on 31st March 2018, 30942100 Equity Shares (Constituting approx.96.39%) were in dematerialized form. The Company has entered into agreements with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

20. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments. Disclosures with respect to demat suspense account/ unclaimed suspense account. The Company does not have any shares in the demat suspense account/unclaimed suspense account.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report forms part of this Annual Report.

22. DISCLOSURE OF TRANSACTIONS WITH RELATED PARTIES

During the Financial Year 2017-18, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the Management, Subsidiaries, etc. that may have potential conflict with the interests of the Company at large. Further, details of related party transactions are presented in Note No. 30 to Annual Accounts in the Annual Report.

23. ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The Company has followed the Accounting Standards, the Generally Accepted Accounting Principles in India, provision of the Act and Rules framed thereunder.

24. DETAILS OF NON-COMPLIANCE RELATING TO CAPITAL MARKETS

The Company has complied with all the requirements of regulatory authorities with respect to capital markets. There were no instances of non-compliances by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets during the year under review.

25. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company had adopted a comprehensive Code of Conduct for prevention of insider trading for its Directors and designated persons. The Code lays down guidelines, through which it advises the designated persons or directors on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (the new PIT Regulations) became effective from May 15, 2015. In accordance with the new PIT Regulations, the Company has formulated and adopted “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” which were made effective from May 15, 2015.

26. RECONCILIATION OF SHARE CAPITAL:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

DECLARATION BY THE MANAGING DIRECTOR UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2016

I, Dr. Gautam Deshpande, Managing Director of Scandent Imaging Limited hereby declare that all the members of the Board of Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March 2018.

Dr. Gautam Deshpande
Managing Director
DIN: 00975368

Date: 29/05/2018
Place: Thane

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of SCANDENT IMAGING LIMITED

We have examined the compliance of conditions of Corporate Governance by **SCANDENT IMAGING LIMITED** (the Company) (**CIN: L93000MH1994PLC080842**) for the year ended on 31st March 2018, as stipulated in the SEBI (Listing obligation and disclosure Requirement) Regulation 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management we certify that the Company has complied with all the mandatory Requirement of the Corporate Governance as stipulated in the aforesaid listing Agreement/Listing Regulations 2015, as applicable.

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

For Ajay Kumar & Associates
Practicing Company Secretary

Place : Mumbai
Date : 29/05/2018

(Ajay Kumar)
ACS No: 3399
COP No: 2944

CEO AND CFO CERTIFICATION

**To,
The Board of Directors,
Scandent Imaging Limited.**

We, Gautam Deshpande, Managing Director and Amit Tyagi , Chief Financial Officer of Scandent Imaging Limited hereby certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the year 2017-18 and that to the best of our knowledge and belief :
 - i) These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
 - ii) These statements together present a true and fair view of Companies affair and are in Compliance with existing Accounting Standards, Applicable Laws and Regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, 2017-18 which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining the internal controls for the Financial Reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have not come across any reportable discrepancies in the design or operation of such internal control.
- d. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed Compliance with the code of conduct as adopted by the Company.
- e. We have indicated to the auditors and the Audit committee
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year .
 - (iii)that there are no instances of significant fraud of which we have become aware.

For Scandent Imaging Limited

**Place: Thane
Date: 29/05/2018**

| | |
|--------------------------|--------------------------------|
| Gautam Deshpande | Amit Tyagi |
| Managing Director | Chief Financial Officer |
| DIN: 00975368 | |

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,
SCANDENT IMAGING LIMITED

1 Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **SCANDENT IMAGING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

2 Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3 Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

4 **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at March 31, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

5 **Other Matters**

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us, and the report for the year ended March 31, 2017 and March 31, 2016 dated August 11, 2017 and August 13, 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

6 **Report on Other Legal and Regulatory Requirements**

- (A) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (B) 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.
 - b In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i The Company has disclosed the impact, of pending litigations as at March 31, 2018 on its financial position in its Ind AS financial statements;

- ii As at March 31, 2018, the Company did not have any outstanding long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii There was no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year;

For **M.B.AGRAWAL & CO.**
Chartered Accountants
Firm Registration No.: 100137W

M.B. Agrawal
Partner
Membership No.: 9045

Place: Thane
Date : 29th May 2018

Annexure “A” to the Independent Auditors’ Report
(Referred to in paragraph 6A under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i
 - a The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
 - b The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company owns no immovable properties and hence reporting under paragraph 3(i)(c) of the said Order is not applicable.
- ii The Company has maintained proper records for physical verification of inventory and the physical verification of inventory has been conducted at reasonable intervals by the management and there were no material discrepancies were noticed on physical verification.
- iii According to information and explanations given to us, the Company has not granted any secured / unsecured loans to firms, LLPs or other parties covered in the register maintained under Section 189 of the Act.
- iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of sections 73 to 76 of the Act or any other provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi According to information and explanations given to us, maintenance of cost records as prescribed by the Central Government under sub section (1) of section 148 of the Act is not applicable as the Company has not done any activity prescribed under the said section.
- vii
 - (a) According to the information and explanations given to us and records examined by us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, Goods and Service Tax and any other material statutory dues, as applicable to it, with the appropriate authorities.
 - (b) According to information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
 - (c) According to the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or Goods and Service

Tax which have not been deposited on account of any dispute.

- viii In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and there are no loans or borrowings from bank or Government and the Company has not issued any debentures.
- ix The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- x During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees, has been noticed or reported during the year, nor have we been informed of any such case by the management.
- xi According to the information and explanations given to us and the books of accounts verified by us, the Managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of section 197 read with the Schedule V to the Companies Act, 2013.
- xii In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the said Order is not applicable to the Company.
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- xiv According to information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the said Order is not applicable to the Company.
- xv According to the information and explanations given to us and based on our examination of the records of the company, the Company has not entered into any non-cash transactions for acquisition of assets for consideration other than cash referred to in section 192 of the Act with its directors or persons connected with them.
- xvi According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M.B.AGRAWAL & CO.**
Chartered Accountants
Firm Registration No.: 100137W

(M.B.Agrawal)
PARTNER
Membership No.: 9045
Place: Thane
Date : 29th May 2018

Annexure “B” to the Independent Auditors’ Report
(Referred to in paragraph 6B(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

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

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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 Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India and the Standards on Auditing as specified under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, 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 the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding

prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal controls stated in the Guidance Note.

For **M.B.AGRAWAL & CO.**

Chartered Accountants

Firm Registration No.: 100137W

M.B.Agrawal

PARTNER

Membership No.: 9045

Place: Thane

Date: 29th May 2018

BALANCE SHEET AS AT MARCH 31, 2018

| PARTICULARS | | Note No. | As at March 31, 2018 ₹ | As at March 31, 2017 ₹ | As at April 01, 2016 ₹ |
|---------------------------------------------------------------------------------|---------------------------------------|----------------|------------------------------|------------------------------|------------------------------|
| I ASSETS | | | | | |
| (1) Non-current assets | | | | | |
| (a) | Property, Plant and equipment | 5 | 72,369,801 | 24,383,524 | 18,354,838 |
| (b) | Capital work-in-progress | | 8,564,200 | 6,021,320 | - |
| (c) | Financial assets | | | | |
| (i) | Investments | 6 | - | - | - |
| (ii) | Loans | 7 | - | - | - |
| (d) | Other non-current assets | 8 | 13,429,290 | 308,340 | 808,340 |
| | Total Non-current assets | | 94,363,291 | 30,713,184 | 19,163,178 |
| (2) Current assets | | | | | |
| (a) | Inventories | 9 | 679,935 | - | - |
| (b) | Financial assets | | | | |
| (i) | Cash and cash equivalents | 10 | 2,404,076 | 23,839,934 | 25,945,302 |
| (ii) | Loans | 11 | - | - | - |
| (iii) | Other financial assets | 12 | - | - | - |
| (c) | Other current assets | 13 | 1,406,581 | 430,366 | 607,109 |
| | Total Current assets | | 4,490,592 | 24,270,300 | 26,552,411 |
| | TOTAL - ASSETS | | 98,853,883 | 54,983,484 | 45,715,590 |
| EQUITY AND LIABILITIES | | | | | |
| EQUITY | | | | | |
| (a) | Equity share capital | 14 | 321,000,000 | 321,000,000 | 321,000,000 |
| (b) | Other equity | 15 | (271,494,749) | (280,065,510) | (281,640,872) |
| | | | 49,505,251 | 40,934,490 | 39,359,128 |
| II LIABILITIES | | | | | |
| (1) Non-current liabilities | | | | | |
| (a) | Financial liabilities | | | | |
| | Borrowings | 16 | 2,478,707 | - | - |
| (b) | Provisions | 17 | 490,329 | 169,142 | 112,694 |
| | Total Non-current liabilities | | 2,969,036 | 169,142 | 112,694 |
| (2) Current liabilities | | | | | |
| (a) | Financial liabilities | | | | |
| (i) | Borrowings | 18 | - | 984,106 | 1,113,569 |
| (ii) | Trade Payables | 19 | 1,124,249 | | |
| (iii) | Other Financial Liabilities | 20 | 324,115 | | |
| (b) | Other current liabilities | 21 | 42,824,563 | 12,664,789 | 5,130,199 |
| (c) | Provisions | 22 | 2,106,670 | 230,957 | - |
| | Total Current liabilities | | 46,379,596 | 13,879,852 | 6,243,768 |
| | TOTAL - EQUITY AND LIABILITIES | | 98,853,883 | 54,983,484 | 45,715,590 |
| Corporate Information | | 1 | | | |
| Significant Accounting Policies | | 2 | | | |
| The accompanying Notes form an integral part of the Financial Statements | | 5 to 42 | | | |

As per our report of even date

For M.B.Agrawal & Co.

Chartered Accountants

Firm Reg. No.100137W

For and on behalf of the board of Directors of Scandent Imaging Limited

M.B.Agrawal

Partner

Membership No.:009045

Gautam Mohan Deshpande

Managing Director

DIN : 00975368

Rajnish Kumar Pandey

Director

DIN : 00975368

Place: Thane

Date: May 29, 2018

Dipti Modi

Company Secretary

Amit Tyagi

Chief Financial Officer

Place: Thane

Date: May 29, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2018

| Particulars | Note No. | Year ended March 31, 2018 ₹ | Year ended March 31, 2017 ₹ |
|-----------------------------------------------------------------------------------|----------|-----------------------------------|-----------------------------------|
| INCOME | | | |
| Revenue from operations | 23 | 51,883,504 | 17,979,845 |
| Other income | 24 | 2,430,571 | 1,874,048 |
| Total revenue | | 54,314,075 | 19,853,893 |
| EXPENSES | | | |
| Purchase of stock-in-trade | | 1,804,184 | - |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | | (679,935) | - |
| Employee benefits expense | 25 | 11,794,701 | 4,861,242 |
| Finance costs | 26 | 1,133,635 | 104,537 |
| Depreciation and amortisation expense | 5 | 3,921,595 | 2,464,648 |
| Other expenses | 27 | 25,533,062 | 10,463,329 |
| Total expenses | | 43,507,242 | 17,893,756 |
| Profit / (Loss) before Exceptional Items and tax | | 10,806,833 | 1,960,137 |
| Exceptional Items | | - | - |
| Profit / (Loss) before Tax | | 10,806,833 | 1,960,137 |
| Tax expense | | | |
| a) Current tax | 40 | 2,264,367 | 384,656 |
| b) Deferred tax | 37 | - | - |
| c) Earlier Year | 40 | (30,957) | - |
| Profit / (Loss) for the year | | 8,573,423 | 1,575,481 |
| Other Comprehensive income | | | |
| (a) (i) Items that will not be reclassified to Profit or Loss | | | |
| Re-measurement of defined benefit plans | | - | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| (b) (i) Items that will be reclassified to Profit or Loss | | | |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| Total Other Comprehensive income for the year | | - | - |
| Total Comprehensive income / (loss) for the year | | 8,573,423 | 1,575,481 |
| Earnings per equity share | 32 | | |
| Basic and Diluted | | 0.27 | 0.05 |

Significant Accounting Policies**2****The accompanying Notes form an integral part of the Financial Statements 5 to 42**

As per our report of even date

For M.B.Agrawal & Co.**For and on behalf of the board of Directors of Scandent Imaging Limited****Chartered Accountants**

Firm Reg. No.100137W

M.B.Agrawal

Partner

Membership No.:009045

Gautam Mohan Deshpande

Managing Director

DIN : 00975368

Rajnish Kumar Pandey

Director

DIN : 00975368

Place: Thane

Date: May 29, 2018

Dipti Modi

Company Secretary

Amit Tyagi

Chief Financial Officer

Place: Thane

Date: May 29, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

| Particulars | Year ended March 31, 2018 ₹ | Year ended March 31, 2017 ₹ |
|-----------------------------------------------------------------------------|-----------------------------------|-----------------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit / (Loss) before tax and extraordinary items | 10,806,833 | 1,960,137 |
| Adjustments for: | | |
| Depreciation and Amortisation Expense | 3,921,595 | 2,464,648 |
| Interest Paid | (1,133,635) | (104,537) |
| Interest Income | | |
| Operating Profit / (Loss) before working capital changes | 13,594,793 | 4,320,248 |
| Adjustments for: | | |
| (Increase) / Decrease in Current and Non-Current Assets | (14,777,100) | 676,625 |
| Increase / (Decrease) in Current and Non-Current Liabilities | 33,802,376 | (28,005) |
| Cash generated from / used in operations | 32,620,069 | 4,968,868 |
| Direct Taxes paid (net of refunds received) | (2,233,410) | (384,656) |
| Extraordinary items | - | - |
| Net cash from / (used in) operating activities | [A] 30,386,659 | 4,584,212 |
| CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of Property, Plant and equipment | (54,450,752) | (14,514,654) |
| Interest received | - | - |
| Net cash (used in) / from investing activities | [B] (54,450,752) | (14,514,654) |
| CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Proceeds from Borrowings | 1,494,601 | 7,720,537 |
| Interest Paid | 1,133,635 | 104,537 |
| Net cash from financing activities | [C] 2,628,235 | 7,825,074 |
| Net Increase in Cash and Cash Equivalents | [A+B+C] (21,435,857) | (2,105,368) |
| Cash and Cash Equivalents at the beginning of the year | 23,839,934 | 25,945,302 |
| Cash and Cash Equivalents at the end of the year (Refer Note No. 10) | 2,404,076 | 23,839,934 |

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.
- Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress (including Capital Advances) during the year.

Significant Accounting Policies**2**

The accompanying Notes form an integral part of the Financial Statements **5 to 42**

As per our report of even date

For M.B.Agrawal & Co.**Chartered Accountants**

Firm Reg. No.100137W

For and on behalf of the board of Directors of Scandent Imaging Limited**M.B.Agrawal**

Partner

Membership No.:009045

Gautam Mohan Deshpande

Managing Director

DIN : 00975368

Rajnish Kumar Pandey

Director

DIN : 00975368

Place: Thane

Date: May 29, 2018

Dipti Modi

Company Secretary

Amit Tyagi

Chief Financial Officer

Place: Thane

Date: May 29, 2018

Statement of Changes in Equity for the Year Ended 31st March, 2018.**A) Equity Share Capital**

| Particulars | Amount (₹) |
|---------------------------------|--------------------|
| As at April 1, 2016 | 321,000,000 |
| Changes in equity share capital | - |
| As at March 31, 2017 | 321,000,000 |
| Changes in equity share capital | - |
| As at March 31, 2018 | 321,000,000 |

B) Other Equity

| Particulars | Reserve and Surplus | | Other Comprehensive Income (₹) | Total (₹) |
|-----------------------------------------------------------------------------------|--------------------------------|-----------------------|--------------------------------|----------------------|
| | Securities Premium Reserve (₹) | Retained Earnings (₹) | | |
| As at April 01, 2016 | 750,000 | (282,390,872) | | (281,640,872) |
| Profit for the year | - | 1,575,481 | - | 1,575,481 |
| Other comprehensive income for the year - Re-measurement of defined benefit plans | - | - | | - |
| As at March 31, 2017 | 750,000 | (280,815,392) | - | (280,065,392) |
| Profit for the year | | 8,573,423 | | 8,573,423 |
| Other comprehensive income for the year - Re-measurement of defined benefit plans | | - | - | - |
| As at March 31, 2018 | 750,000 | (272,241,969) | - | (271,491,969) |

The Description of the nature and purpose of each reserve within equity is as follows:

Securities Premium Reserve:

Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

| | |
|----------------------------------------------------------------------------------------------|----------------|
| Significant Accounting Policies | 2 |
| The accompanying Notes form an integral part of the Consolidated Financial Statements | 5 to 42 |

As per our report of even date

For M.B.Agrawal & Co.

Chartered Accountants

Firm Reg. No.100137W

For and on behalf of the board of Directors of Scandent Imaging Limited

M.B.Agrawal

Partner

Membership No.:009045

Place: Thane

Date: May 29, 2018

Gautam Mohan Deshpande

Managing Director

DIN : 00975368

Dipti Modi

Company Secretary

Rajnish Kumar Pandey

Director

DIN : 00975368

Amit Tyagi

Chief Financial Officer

Place: Thane

Date: May 29, 2018

Notes to financial statements for the year ended March 31, 2018**NON - CURRENT ASSETS****5 Property, Plant and equipment**

| Particulars | Leasehold Improvements | Plant & Machinery | Furniture & Fixtures | Vehicles | Office Equipment | Computers & Printers | Air Conditioners | Total |
|---------------------------------------------------------------------|------------------------|-------------------|----------------------|-----------|------------------|----------------------|------------------|------------|
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| Gross carrying value as at April 01, 2016 (Deemed Costs) | - | 20,800,000 | 327,606 | 1,292,663 | - | 56,040 | 26,000 | 22,502,309 |
| Additions | - | 8,350,001 | 4,589 | - | 34,500 | 56,700 | 47,544 | 8,493,334 |
| Deletions | - | - | - | - | - | - | - | - |
| Gross carrying value as at March 31, 2017 | - | 29,150,001 | 332,195 | 1,292,663 | 34,500 | 112,740 | 73,544 | 30,995,643 |
| Additions | 6,684,520 | 40,363,512 | 930,961 | 3,903,426 | 576,154 | 391,339 | | 52,849,912 |
| Deletions | - | - | - | 942,040 | - | - | - | 942,040 |
| Gross carrying value as at March 31, 2018 | 6,684,520 | 69,513,513 | 1,263,156 | 4,254,049 | 610,654 | 504,079 | 73,544 | 82,903,515 |
| Accumulated depreciation as at April 01, 2016 (Deemed Costs) | | 3,974,643 | 6,847 | 162,609 | - | 1,606 | 1,766 | 4,147,471 |
| Depreciation for the year | | 2,233,257 | 31,069 | 150,412 | 1,981 | 29,028 | 18,901 | 2,464,648 |
| Accumulated depreciation on deletion | | - | - | - | - | - | - | - |
| Accumulated depreciation as at March 31, 2017 | - | 6,207,900 | 37,916 | 313,021 | 1,981 | 30,634 | 20,667 | 6,612,119 |
| Depreciation for the year | 334,226 | 2,703,594 | 218,335 | 385,399 | 31,930 | 236,223 | 11,888 | 3,921,595 |
| Accumulated depreciation on deletion | | - | - | - | | - | - | - |
| Accumulated depreciation as at March 31, 2018 | 334,226 | 8,911,494 | 256,251 | 698,420 | 33,911 | 266,857 | 32,555 | 10,533,714 |
| Carrying Value as at March 31, 2016 (Deemed Costs) | - | 16,825,357 | 320,759 | 1,130,054 | - | 54,434 | 24,234 | 18,354,838 |
| Carrying Value as at March 31, 2017 | - | 22,942,101 | 294,279 | 979,642 | 32,519 | 82,106 | 52,877 | 24,383,524 |
| Carrying Value as at March 31, 2018 | 6,350,294 | 60,602,019 | 1,006,905 | 3,555,629 | 576,743 | 237,222 | 40,989 | 72,369,801 |

Notes to financial statements for the year ended March 31, 2018

6 NON - CURRENT INVESTMENTS

| | Face Value | As at March 31, 2018 (Numbers) ₹ | As at March 31, 2017 (Numbers) ₹ | As at April 01, 2016 (Numbers) ₹ |
|--------------------------------------------------------|------------|-------------------------------------|-------------------------------------|-------------------------------------|
| UNQUOTED | | | | |
| In Equity Instruments (Fully Paid-up) | | | | |
| Total Non Current Investments | | - | - | - |
| Aggregate Amount of Unquoted Investments | | - | - | - |
| Aggregate amount of impairment in value of investments | | - | - | - |

| Particulars | As at March 31, 2018 ₹ | As at March 31, 2017 ₹ | As at April 01, 2016 ₹ |
|-----------------------------------------------------------------------------|------------------------------|------------------------------|------------------------------|
| 7 NON - CURRENT LOANS | | | |
| Deposits | - | - | - |
| Advance Income tax (net of provision) | - | - | - |
| Loan and Advances to related parties (for Strategic Investments) | | | |
| Total | - | - | - |
| 8 OTHER NON - CURRENT ASSETS | | | |
| Deposits | 13,429,290 | 308,340 | 808,340 |
| Total | 13,429,290 | 308,340 | 808,340 |
| 9 INVENTORIES | | | |
| Medicines | 679,935 | - | - |
| Total | 679,935 | - | - |
| 10 CASH AND CASH EQUIVALANTS | | | |
| Balances with Banks | | | |
| In Current Accounts | 1,470,182 | 23,396,112 | 23,973,197 |
| Cash on hand | 933,894 | 443,822 | 1,972,105 |
| Total | 2,404,076 | 23,839,934 | 25,945,302 |
| 11 CURRENT LOANS (Unsecured, considered good) | | | |
| Loans to related parties | - | - | - |
| Total | - | - | - |
| 12 OTHER CURRENT FINANCIAL ASSETS | | | |
| Others | - | - | - |
| Total | - | - | - |
| 13 OTHER CURRENT ASSETS | | | |
| FD Interest Receivable | 8,877 | 62,262 | 185,223 |
| Prepaid Expenses | 377,068 | 183,420 | 36,667 |
| TDS (Net of Provisions) | 184,684 | 184,684 | 385,219 |
| Others | 835,952 | - | - |
| Total | 1,406,581 | 430,366 | 607,109 |

Notes to financial statements for the year ended March 31, 2018

14 EQUITY SHARE CAPITAL

| | As at March 31, 2018 ₹ | As at March 31, 2017 ₹ | As at April 01, 2016 ₹ |
|------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|------------------------------|
| Authorised | | | |
| 33,500,000 (31st March, 2017 - 33,500,000, 01st April, 2016 - 33,500,000) Equity Shares of Rs. 10/- each | 335,000,000.00 | 335,000,000.00 | 335,000,000.00 |
| Total | 335,000,000.00 | 335,000,000.00 | 335,000,000.00 |
| Issued, Subscribed and Paid-up | | | |
| Equity Shares | | | |
| 32,100,000 (31st March, 2017 - 32,100,000, 01st April, 2016 - 32,100,000) Equity Shares of Rs. 10/- each fully paid up | 321,000,000.00 | 321,000,000.00 | 321,000,000.00 |
| Total | 321,000,000.00 | 321,000,000.00 | 321,000,000.00 |

14.1 Reconciliation of Shares

| | As at March 31, 2018 | | As at March 31, 2017 | | As at April 01, 2016 | |
|-------------------------------------------|----------------------|--------------------|----------------------|--------------------|----------------------|--------------------|
| | Numbers | ₹ | Numbers | ₹ | Numbers | ₹ |
| At the beginning of the year | 32,100,000 | 321,000,000 | 32,100,000 | 321,000,000 | 32,100,000 | 321,000,000 |
| Issued during the year | - | - | - | - | - | - |
| Outstanding at the end of the year | 32,100,000 | 321,000,000 | 32,100,000 | 321,000,000 | 32,100,000 | 321,000,000 |

14.2 Details of Shareholders holding more than 5% shares in the Company

| | As at March 31, 2018 | | As at March 31, 2017 | | As at April 01, 2016 | |
|-------------------------------------------------------------|----------------------|--------|----------------------|--------|----------------------|--------|
| | Numbers | % | Numbers | % | Numbers | % |
| a. Gautam Deshpande | 16,447,400 | 51.24% | 16,447,400 | 51.24% | 16,447,400 | 51.24% |
| b. Shree Balaji Enterprises through Partner Nanda D. Bangar | 6,864,296 | 21.38% | 7,131,711 | 22.22% | 7,700,000 | 23.99% |
| c. Sareen Enterprises through Partner Tarapada B. Panda | 3,882,700 | 12.10% | 3,882,700 | 12.10% | 4,000,000 | 12.46% |

14.3 Rights, Preferences and Restrictions attaching to each class of shares

Equity Shares having a face value of Rs. 10**a As to Dividend: -**

The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.

b As to Repayment of capital: -

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.

c As to Voting: -

The Company has only one class of shares referred to as equity shares having a face value of Rs. 10. Each holder of the equity share is entitled to one vote per share.

Notes to financial statements for the year ended March 31, 2018

| PARTICULARS | | As at March 31, 2018 ₹ | As at March 31, 2017 ₹ | As at April 01, 2016 ₹ |
|-----------------------------------------------------------------------------------------|------------|------------------------------|------------------------------|------------------------------|
| 15 OTHER EQUITY | | | | |
| Securities Premium Reserve (A) | | 750,000 | 750,000 | 750,000 |
| Deficit in the Statement of Profit and Loss | | | | |
| As per last Balance Sheet | | (280,815,392) | (282,390,872) | (282,592,601) |
| Add: - Profit for the year | | 8,573,423 | 1,575,481 | 201,729 |
| Add: - Other Comprehensive Income for the year - Remeasurement of Defined benefit plans | | - | - | - |
| Balance at the end of the year | (B) | (272,244,749) | (280,815,392) | (282,390,872) |
| Total (A) + (B) | | (271,494,749) | (280,065,510) | (281,640,872) |
| 16 NON - CURRENT BORROWINGS | | | | |
| Secured | | | | |
| Term Loans | | | | |
| From Others - Vehicle Loan | | 2,478,707 | - | - |
| Secured by way of hypothecation of Vehicle | | | | |
| Term of Repayment and Maturity | | | | |
| Initial Term: 7 years and Rate of Interest: 11% p.a. | | | | |
| 31.03.2020 - 361621 | | | | |
| 31.03.2021 - 403468 | | | | |
| 31.03.2022 - 450157 | | | | |
| 31.03.2023 - 502248 | | | | |
| 31.03.2024 - 560368 | | | | |
| 05.07.2024 - 200846 | | | | |
| Total | | 2,478,707 | - | - |
| 17 NON - CURRENT PROVISIONS | | | | |
| Provision for Gratuity | | 490,329 | 169,142 | 112,694 |
| Total | | 490,329 | 169,142 | 112,694 |
| 18 CURRENT BORROWINGS | | | | |
| A. Secured | | | | |
| Term Loans - from Banks | | - | - | - |
| - from Others (Hypothecation of Vehicle) | | | 984,106 | 1,113,569 |
| (A) | | - | 984,106 | 1,113,569 |
| B. Unsecured | | | | |
| Loans from related parties | | - | - | - |
| (B) | | - | - | - |
| Total - (A) + (B) | | - | 984,106 | 1,113,569 |
| 19 TRADE PAYABLES | | | | |
| Trade Payables | | 1,124,249 | - | - |
| Total | | 1,124,249 | - | - |

Notes to financial statements for the year ended March 31, 2018**20 OTHER FINANCIAL LIABILITIES**

Current Maturity of Long Term Debts

| | | | |
|--------------|----------------|----------|----------|
| | 324,115 | - | - |
| Total | 324,115 | - | - |

21 OTHER CURRENT LIABILITIES

Statutory Dues

679,886 - -

Creditors for Expenses

22,251,236 - -

Others

19,893,440 12,664,789 5,130,199

| | | | |
|--------------|-------------------|-------------------|------------------|
| Total | 42,824,563 | 12,664,789 | 5,130,199 |
|--------------|-------------------|-------------------|------------------|

22 CURRENT PROVISIONS

Provision for Gratuity

1,753 - -

Provision for Income Tax

2,104,917 230,957 -

| | | | |
|--------------|------------------|----------------|----------|
| Total | 2,106,670 | 230,957 | - |
|--------------|------------------|----------------|----------|

| | Year ended March 31, 2018 | Year ended March 31, 2017 |
|--|------------------------------|------------------------------|
| | ₹ | ₹ |

23 REVENUE FROM OPERATIONS**Sale of Services**

Healthcare Services

51,883,504 17,979,845

| | | |
|--------------|-------------------|-------------------|
| Total | 51,883,504 | 17,979,845 |
|--------------|-------------------|-------------------|

24 OTHER INCOME

Interest on Fixed Deposit

1,100,800 1,599,245

Interest on IT Refund

- 9,025

Profit On sale of Fixed Assets

2,960 -

Rental Income

26,800 -

Discount on Purchases

19,305 -

Excess Provision written back

- 265,778

Miscellaneous Income

1,280,706 -

| | | |
|--------------|------------------|------------------|
| Total | 2,430,571 | 1,874,048 |
|--------------|------------------|------------------|

25 EMPLOYEE BENEFITS EXPENSE

Salary, Wages and Other Benefits

11,369,618 4,762,515

Gratuity

322,940 56,448

Staff Welfare Expenses

102,143 42,279

| | | |
|--------------|-------------------|------------------|
| Total | 11,794,701 | 4,861,242 |
|--------------|-------------------|------------------|

26 FINANCE COSTS

Interest Expenses

1,133,635 104,537

| | | |
|--------------|------------------|----------------|
| Total | 1,133,635 | 104,537 |
|--------------|------------------|----------------|

27 OTHER EXPENSES

Annual Maintenance charges

- 298,167

Audit Fees

120,250 86,550

Advertisement Expenses

253,981 110,611

Bank Charges

33,329 42,543

Brokerage Expenses

73,175 43,250

Business Promotion

436,610 153,146

Computer Expenses

302,849 121,438

Conveyance Expenses

1,529,622 779,721

Notes to financial statements for the year ended March 31, 2018

| | | |
|-------------------------------|-------------------|-------------------|
| Communication Expenses | 174,918 | 228,917 |
| Directors Sitting Fees | 165,000 | 180,000 |
| Hospital Expenses | 1,489,369 | - |
| Housekeeping Expenses | 7,18,546 | - |
| Internal Audit Fees | 35,400 | 34,500 |
| Inauguration Expenses | 271,400 | - |
| Insurance Charges | 161,923 | 86,927 |
| Membership & Subscription | 501,530 | 412,250 |
| Printing and Stationery | 1,228,809 | 1,114,236 |
| Service Tax on Input Services | 39,150 | 26,775 |
| Late fees of GST | 1,020 | - |
| Repair to Building | 190,555 | 189,535 |
| Repair to Machine | 475,522 | 120,798 |
| Repair to Other | 521,236 | 382,445 |
| ROC Expenses | 10,600 | 17,900 |
| Rent on Plant & Machinery | 706,283 | 494,550 |
| Office Rent | 7,258,030 | 2,631,700 |
| Office Expenses | 529,306 | 274,231 |
| Power & Fuel | 1,067,139 | 463,057 |
| Postage & Stamp Paper | 356,740 | 254,519 |
| Professional Fees | 5,989,745 | 1,358,500 |
| Contractors fees | - | 412,149 |
| Travelling Expenses | 51,612 | 132,759 |
| Security Charges | 287,737 | - |
| Sponsorship Charges | 200,000 | - |
| Miscellaneous Expenses | 318,931 | 12,155 |
| Total | 25,533,062 | 10,463,329 |

28 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 “Employee Benefits”

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at March 31, 2018.

| Particulars | As at March 31, 2018 (in Rs.) | As at March 31, 2017 (in Rs.) |
|----------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
| Change in present value of obligations | | |
| Obligations at beginning of the year | 169142 | 112694 |
| Interest cost | 11451 | 8700 |
| Service cost | 96760 | 108328 |
| Past Service Cost (Non – Vested benefits) | - | - |
| Past Service Cost (Vested benefits) | - | - |
| Benefits paid | - | - |
| Actuarial (gains) / losses on obligations due to change in financial assumptions | (23375) | 11044 |
| Actuarial (gains) / losses on obligations due to experience | 238104 | (71624) |
| Obligations at the end of the year | 492082 | 169142 |
| Expenses recognized in the Statement of P&L A/c. | | |
| Current Service cost | 96760 | 108328 |
| Net Interest cost | 11451 | 8700 |
| Actuarial (Gain) / Losses | 214729 | (60580) |
| Past service cost (non vested benefits) | - | - |
| Past service cost (vested benefits) | - | - |

Notes to financial statements for the year ended March 31, 2018

| | | |
|----------------------------------------------------------------|-----------------------------------------------|---------------|
| Net gratuity cost | 322940 | 56448 |
| Amount recognized in the Balance Sheet | | |
| Present Value Obligation at the end of the period | 492082 | 169142 |
| Fair Value of Plan Assets at the end of the period | Nil | Nil |
| Funded Status – (Surplus / (Deficit)) | 492082 | 169142 |
| Unrecognized Past Service Cost at the end of the period | Nil | Nil |
| Net (Liability) / Asset recognized in the Balance Sheet | 492082 | 169142 |
| Assumptions | | |
| Mortality Table | Indian Assured lives Mortality (2006 – 08) | |
| Discount rate | 7.50% | 6.77% |
| Rate of escalation in salary | 5% | 5% |
| Attrition rate | 2% | 2% |

29 Disclosures pursuant to Indian Accounting Standard 108 “Operating Segments”

The Company operates in a single business segment viz. Healthcare Services; accordingly there is no reportable business or geographical segments as prescribed Under Indian Accounting Standard 108 “Operating Segments”.

30 Disclosure of related parties/related party transactions pursuant to Indian Accounting Standard 24 “Related Party Disclosures”**I List of Related Parties**

| | |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| List of Related Parties where control exists - Shareholders in the Company | Mr. Gautam Deshpande Mrs. Sowmya Deshpande |
| Key Management Personnel | Mr. Gautam Deshpande (Managing Director) Mrs. Sowmya Deshpande (Whole Time Director) Mr. Amit Tyagi (CFO) Mrs. Dipti Modi (Company Secretary) |
| Companies in which Relative of Key Management Personnel having significant influence | Onelife Capital Advisors Limited Dealmoney Securities Private Limited |

II Transactions and amount outstanding with related parties

| Sr. No. | Particulars | Subsidies | Key Management Personnel | Relative of Key Management Personnel | Companies in which Relative of Key Management Personnel Having Significant influence |
|------------|-------------------------------------------------|--------------|--------------------------|--------------------------------------|--------------------------------------------------------------------------------------|
| I | Interest Paid | | | | |
| | Onelife Capital Advisors Limited | Nil (Nil) | Nil (Nil) | Nil (Nil) | 6,15,573 (Nil) |
| II | Revenue recognized – Healthcare Services | | | | |
| | Dealmoney Securities Private Limited | Nil (Nil) | Nil (Nil) | Nil (Nil) | 1,44,90,000 (Nil) |
| III | Loan Taken | | | | |
| | Gautam Deshpande | Nil (Nil) | 63,05,000 (53,50,000) | Nil (Nil) | Nil (Nil) |
| | Onelife Capital Advisors Limited | Nil (Nil) | Nil (Nil) | Nil (Nil) | 2,27,00,000 (Nil) |
| IV | Loan Repaid | | | | |
| | Gautam Deshpande | Nil (Nil) | 9,47,233 (10,00,000) | Nil (Nil) | Nil (Nil) |
| | Onelife Capital Advisors Limited | Nil (Nil) | Nil (Nil) | Nil (Nil) | 1,04,00,000 (Nil) |

Notes to financial statements for the year ended March 31, 2018

| Sr. No. | Particulars | Subsidies | Key Management Personnel | Relative of Key Management Personnel | Companies in which Relative of Key Management Personnel Having Significant influence |
|-----------|-------------------------------------------------|-----------|--------------------------|--------------------------------------|--------------------------------------------------------------------------------------|
| V | Remuneration to Key Management Personnel | | | | |
| | Gautam Deshpande | Nil | 12,00,000 | Nil | Nil |
| | | (Nil) | (10,50,000) | (Nil) | (Nil) |
| | Sowmya Deshpande | Nil | 12,00,000 | Nil | Nil |
| | | (Nil) | (10,50,000) | (Nil) | (Nil) |
| | Amit Tyagi | Nil | 455,000 | Nil | Nil |
| | | (Nil) | (322,581) | (Nil) | (Nil) |
| | Dipti Modi | Nil | 502,476 | Nil | Nil |
| | | (Nil) | (259,603) | (Nil) | (Nil) |
| | Outstanding as at March 31, 2018 | | | | |
| I | Gautam Deshpande | | | | |
| | (Loan Outstanding) | Nil | 34,58,546 | Nil | Nil |
| | | (Nil) | (88,16,313) | (Nil) | (Nil) |
| II | Onelife Capital Advisors Limited | | | | |
| | (Loan Outstanding) | Nil | Nil | Nil | 1,29,15,573 |
| | | (Nil) | (Nil) | (Nil) | (Nil) |

Figures in the bracket indicate previous year's figures.

31 Disclosures pursuant to Indian Accounting Standard 17 "Leases"

a Operating Lease (Expenditure)

As at the year end, the Company has following non-cancellable lease arrangement in respect of leased premises: -

| Particulars | March 31, 2018 | March 31, 2017 |
|-------------------------------------------------------|----------------|----------------|
| Lease rentals debited to Statement of Profit and Loss | Nil | Nil |

b the total of future minimum lease payments under non-cancellable operating leases for each of the following periods

| Particulars | March 31, 2018 | March 31, 2017 |
|---------------------------------------------------|----------------|----------------|
| Not later than one year | Nil | Nil |
| Later than one year and not later than five years | Nil | Nil |
| Later than five years | Nil | Nil |

32 Basic and diluted earnings per share [EPS] computed in accordance with Indian Accounting Standard 33 "Earnings per Share"

| Particulars | March 31, 2018 | March 31, 2017 |
|-------------------------------------------------------------------|----------------|----------------|
| Net Profit / (Loss) after tax as per Statement of Profit and Loss | 8,573,423 | 15,75,481 |
| Number of Equity Shares outstanding | 321,00,000 | 321,00,000 |
| Weighted Average Number of Equity Shares | 321,00,000 | 321,00,000 |
| Nominal value of equity shares Rs. | 10 | 10 |
| Basic and Diluted Earnings per share Rs. | 0.27 | 0.05 |

33 Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act)

There are no Micro, Small and Medium Enterprise to whom the Company owes dues which were outstanding as the balance sheet date. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

34 Remuneration to auditors

| Particulars | March 31, 2018 | March 31, 2017 |
|-----------------|-----------------|----------------|
| Statutory Audit | 1,02,250 | 86,550 |
| Total | 1,02,250 | 86,550 |

Notes to financial statements for the year ended March 31, 2018

35 Details of Loans given, covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 34 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015

There was no such transaction during the year.

36 The expansion of Business into primary healthcare and support services:

For the Expansion of Business of the company, it was proposed to enter into primary healthcare and support services. The goal behind this is to deliver, credible and affordable first level of medical support to patrons. Company has opened new "FAMILY CARE" centers to provide Modern day convenience, care and basic support to the masses. This effort will also help company consolidate lead and grow on its existing business in a better manner.

37 In view of losses and unabsorbed depreciation, in the opinion of the Management considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of account.

₹ in Lakhs

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|---------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Deferred tax liability (A) | NIL | NIL | NIL |
| Deferred tax asset | | | |
| Relating to Depreciation on Fixed Assets | (7.31) | (2.99) | 2.64 |
| Provision for gratuity and other disallowance | (0.66) | (0.11) | (0.29) |
| Unabsorbed depreciation allowance and carried forward business loss | Nil | (2.73) | (4.84) |
| (B) | (7.99) | (5.83) | (2.49) |
| Deferred tax assets (Net) – (B) – (A) | (7.99) | (5.83) | (2.49) |
| Deferred Tax Assets Recognized in Financial Statements | Nil | Nil | Nil |

38 Financial Instruments

38.1 Financial Assets and Liabilities

| Particulars | March 31, 2018 | | | March 31, 2017 | | | April 01, 2016 | | |
|------------------------------------|----------------|----------|----------------|----------------|----------|-----------------|----------------|----------|-----------------|
| | FVTPL | FVTOCI | Amortized Cost | FVTPL | FVTOCI | Amortized Cost | FVTPL | FVTOCI | Amortized Cost |
| 1) Financial Assets | | | | | | | | | |
| I) Investments | - | - | - | - | - | - | - | - | - |
| II) Loans | - | - | - | - | - | - | - | - | - |
| III) Cash and Cash Equivalents | - | - | 2404076 | - | - | 23839934 | - | - | 25945302 |
| (VI) Other financial assets | - | - | - | - | - | - | - | - | - |
| Total financial assets | - | - | 2404076 | - | - | 23839934 | - | - | 25945302 |
| 2) Financial liabilities | | | | | | | | | |
| I) Borrowings | - | - | - | - | - | 984106 | - | - | 1113569 |
| II) Trade Payables | - | - | 1124249 | - | - | - | - | - | - |
| III) Other Financial Liabilities | - | - | 324115 | - | - | - | - | - | - |
| Total Financial liabilities | - | - | 1448364 | - | - | 984106 | - | - | 1113569 |

Notes to financial statements for the year ended March 31, 2018

38.2 Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

Year Ending March 31, 2018

| Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 31-03-2018 | Level 1 | Level 2 | Level 3 |
|--------------------------------------------------------------------------------------------------------------|---------|----------------|---------|
| <u>Financial Assets</u> | | | |
| Investments | - | - | - |
| Loans | - | - | - |
| Total Financial Assets | - | - | - |
| Borrowings | - | 2478707 | - |
| Trade Payables | - | 1124249 | |
| Other Financial Liabilities | - | 324115 | |
| Total Financial Liabilities | - | 3927071 | - |

Year Ending March 31, 2017

| Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 31-03-2017 | Level 1 | Level 2 | Level 3 |
|--------------------------------------------------------------------------------------------------------------|---------|---------------|---------|
| <u>Financial Assets</u> | | | |
| Investments | - | - | - |
| Loans | - | - | - |
| Total Financial Assets | - | - | - |
| Borrowings | - | 984106 | - |
| Total Financial Liabilities | - | 984106 | - |

As on April 01, 2016

| Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 01-04-2016 | Level 1 | Level 2 | Level 3 |
|--------------------------------------------------------------------------------------------------------------|---------|----------------|---------|
| <u>Financial Assets</u> | | | |
| Investments | - | - | - |
| Loans | - | - | - |
| Total Financial Assets | - | - | - |
| Borrowings | - | 1113569 | - |
| Total Financial Liabilities | - | 1113569 | - |

38.3 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The top management is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

Notes to financial statements for the year ended March 31, 2018

38.3.1 Management of Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

| Particulars | Note No. | Carrying amount | Less than 12 months | More than 12 months | Total |
|-----------------------------|----------|-----------------|---------------------|---------------------|---------|
| As at March 31, 2018 | | | | | |
| Borrowings | 16 | 2478707 | - | 2478707 | 2478707 |
| Other current liabilities | 19 & 20 | 1448364 | 1448364 | - | 1448364 |
| As at March 31, 2017 | | | | | |
| Borrowings | 18 | 984106 | 984106 | - | 984106 |
| Other current liabilities | | - | - | - | - |

| Particulars | Note No. | Carrying amount | Less than 12 months | More than 12 months | Total |
|-----------------------------|----------|-----------------|---------------------|---------------------|---------|
| As at April 01, 2016 | | | | | |
| Borrowings | 18 | 1113569 | 1113569 | - | 1113569 |
| Other current liabilities | | - | - | - | -- |

38.3.2 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 risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2018 and March 31, 2017.

| Potential impact of risk | Management Policy | Sensitivity to risk |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Price Risk | | |
| The company is not exposed to any specific price risk. | Not Applicable | Not Applicable |
| 2. 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's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. | In order to manage its interest rate risk the Company diversifies its portfolio in accordance with the limits set by the risk management policies. | As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 0.25% change in interest rates. A 0.25% decrease in interest rates would have led to approximately an additional Rs. Nil gain for year ended March 31, 2018 (Rs. Nil gain for year ended March 31 2017) in Interest expenses. A 0.25% increase in interest rates would have led to an equal but opposite effect. |

38.3.3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from the deposits with banks and financial institutions and other financial instruments.

Notes to financial statements for the year ended March 31, 2018

Trade Receivables

Customer credit risk is managed by each business unit subject to the Company established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. at March 31, 2018.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

39 Capital management

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

| Particulars | March 31, 2018 | March 31, 2017 | March 31, 2016 |
|------------------------------------------------|-----------------|-------------------|-------------------|
| Borrowings (Note No.: 16) | 2478707 | 984106 | 1113569 |
| Other current liabilities (Note No.: 19 & 20) | 1448364 | - | - |
| Less: Cash and Cash equivalents (Note No.: 10) | 2404076 | 23839934 | 25945302 |
| Net Debt (A) | 1522995 | (22855828) | (24831733) |
| Total Equity | 49505251 | 40934490 | 39359128 |
| Total Capital (B) | 49505251 | 40934490 | 39359128 |
| Capital and Net Debt C = (A) + (B) | 51028246 | 18078662 | 14527395 |
| Gearing Ratio (A) / (C) | 2.98% | 126.42% | 170.93% |

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018, March 31, 2017 and March 31, 2016.

40 Tax Reconciliation

₹ In Lakhs

| Particulars | March 31, 2018 | March 31, 2017 |
|-------------------------------------------------------------------------------------------------|----------------|----------------|
| Net profit as per Statement of Profit and Loss Account (before tax) | 108.06 | 20.17 |
| Corporate Tax Rate as per Income tax Act, 1961 | | |
| Tax on Accounting Profit | 22.03 | 3.85 |
| Tax difference on account of: | | |
| Depreciation allowed as per Income tax Act, 1961 | - | - |
| Ind AS Impact - Re-measurement of defined benefit obligation | - | - |
| Expenses not allowable under the Income tax Act, 1961 | - | - |
| Impact of Carry forward of losses and unabsorbed depreciation to the extent of available income | - | - |
| Deferred tax assets not recognized considering the grounds of prudence | - | - |
| Total effect of tax adjustments | - | - |
| Tax expense recognized during the year | 22.03 | 3.85 |

Notes to financial statements for the year ended March 31, 2018

41 First time Ind AS adoption reconciliations

41.1 Effect of Ind AS adoption on the Balance Sheet as at March 31, 2017 and April 01, 2016.

| Particulars | Previous GAAP As at March 31, 2017 | Effect of transition of Ind AS | As per Ind AS As at March 31, 2017 | Previous GAAP As at April 01, 2016 | Effect of transition of Ind AS Reclassification | As per Ind AS As at April 01 2016 |
|---------------------------------------|---------------------------------------------|--------------------------------------|---------------------------------------------|---------------------------------------------|----------------------------------------------------------|-----------------------------------------|
| ASSETS | | | | | | |
| Non-current assets | | | | | | |
| (a) Property, Plant and equipment | 24383524 | - | 24383524 | 18354838 | - | 18354838 |
| (b) Capital Work-in-progress | 6021320 | - | 6021320 | - | - | - |
| (c) Financial assets | | | | | | |
| (i) Investments | - | - | - | - | - | - |
| (d) Other Non-current Assets | 308340 | - | 308340 | 808340 | - | 808340 |
| Total Non-current assets | 30713184 | - | 30713184 | 19163178 | - | 19163178 |
| Current assets | | | | | | |
| (a) Inventory | - | - | - | | | |
| (b) Financial assets | | | | | | |
| (i) Cash and cash equivalents | 23839934 | - | 23839934 | 25945302 | - | 25945302 |
| (ii) Loans | - | - | - | - | - | - |
| (iii) Other financial assets | - | - | - | | | |
| (c) Other current assets | 430366 | - | 430366 | 607109 | - | 607109 |
| Total Current assets | 24270300 | - | 24270300 | 26552411 | - | 26552411 |
| TOTAL - ASSETS | 54983484 | - | 54983484 | 45715590 | - | 45715590 |
| | | | | | | |
| EQUITY AND LIABILITIES | | | | | | |
| EQUITY | | | | | | |
| (a) Equity share capital | 321000000 | - | 321000000 | 321000000 | - | 321000000 |
| (b) Other equity | (280065510) | - | (280065510) | (281640872) | - | (281640872) |
| Total Equity | 40934490 | - | 40934490 | 39359128 | - | 39359128 |
| | | | | | | |
| LIABILITIES | | | | | | |
| Non-current liabilities | | | | | | |
| (a) Financial liabilities | | | | | | |
| Borrowings | - | - | - | - | - | - |
| (b) Provisions | 169142 | - | 169142 | 112694 | - | 112694 |
| Total Non-current liabilities | 169142 | - | 169142 | 112694 | - | 112694 |
| Current liabilities | | | | | | |
| (a) Financial liabilities | | | | | | |
| (i) Borrowings | 984106 | - | 984106 | 1113569 | - | 1113569 |
| (b) Other current liabilities | 12664789 | - | 12664789 | 5130199 | - | 5130199 |
| (c) Provisions | 230957 | - | 230957 | - | - | - |
| Total Current liabilities | 13879852 | - | 13879852 | 6243768 | - | 6243768 |
| TOTAL - EQUITY AND LIABILITIES | 54983484 | - | 54983484 | 45715590 | - | 45715590 |

Notes to financial statements for the year ended March 31, 2018

41.2 Reconciliation between shareholder's funds as reported under previous generally accepted Accounting Principles (IGAAP) and Ind AS are summarised below

| Particulars | Standalone | |
|----------------------------------------------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Total Equity (Shareholder's funds) under previous IGAAP | 40934490 | 39359128 |
| Ind AS adjustment increase (decrease) | Nil | Nil |
| Total Equity (Shareholder's funds) under Ind AS | 40934490 | 39359128 |

41.3 Effect of Ind AS adoption on the standalone Statement of Profit and Loss for the year ended March 31, 2017.

| Particulars | Previous GAAP For year Ended March 31, 2017 | Effect of transition of Ind AS | As per Ind AS For year Ended March 31, 2017 |
|-----------------------------------------------------------------------------------|---------------------------------------------------|-----------------------------------|---------------------------------------------------|
| INCOME | | | |
| Revenue from operations | 17979845 | - | 17979845 |
| Other income | 1874048 | - | 1874048 |
| Total revenue | 19853893 | - | 19853893 |
| EXPENSES | | | |
| Employee benefits expense | 4861242 | - | 4861242 |
| Finance costs | 104537 | - | 104537 |
| Depreciation and amortization expense | 2464648 | - | 2464648 |
| Other expenses | 10463329 | - | 10463329 |
| Total expenses | 17893756 | - | 17893756 |
| Profit before exceptional items and tax | 1960137 | - | 1960137 |
| Exceptional Items | | | |
| Profit before Tax | | | |
| Tax expense | | | |
| a) Current tax | 384656 | - | 384656 |
| b) Deferred tax | - | - | - |
| Profit for the Year | 1575481 | | 1575481 |
| Other Comprehensive income | | | |
| (a) (i) Items that will not be reclassified to Profit or Loss | | | |
| (a) Re-measurement of defined benefit plans | | | |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | - | - | - |
| (b) (i) Items that will be reclassified to Profit or Loss | | | |
| (ii) Income tax relating to items that will be reclassified to profit or loss | - | - | - |
| Total Other Comprehensive income for the year | - | - | - |
| Total Comprehensive income for the year | 1575481 | - | 1575481 |

Notes to financial statements for the year ended March 31, 2018**41.4 Reconciliation between the standalone profit / loss as reported under previous Generally Accepted Accounting principles (IGAAP) and Ind AS are summarized below**

| Particulars | For the Year Ended March 31, 2017 |
|----------------------------------------------------------------------|--------------------------------------|
| Profit after tax under IGAAP | 1575481 |
| Impact of re-measurement of defined benefits plans classified in OCI | Nil |
| Profit after tax under Ind AS | 1575481 |
| Other Comprehensive Income - Re-measurement of defined benefit plans | Nil |
| Total Comprehensive Income | 1575481 |

- 42 The Company has Regrouped / Reclassified the previous year figures to confirm to the current year's reclassification / presentation.

As per our report of even date

For M.B.Agrawal & Co.

Chartered Accountants

Firm Reg. No.100137W

For and on behalf of the board of Directors of Scandent Imaging Limited

M.B.Agrawal

Partner

Membership No.:009045

Place: Thane

Date: May 29, 2018

Gautam Mohan Deshpande

Managing Director

DIN : 00975368

Dipti Modi

Company Secretary

Rajnish Kumar Pandey

Director

DIN : 00975368

Amit Tyagi

Chief Financial Officer

Place: Thane

Date: May 29, 2018

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SCANDENT IMAGING LIMITED**CIN: L93000MH1994PLC080842**

Regi.off: Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra

Tel: +022- 23516221 Web site: www.scandent.in email id: csscandent@gmail.com**ATTENDENCE SLIP FOR ANNUAL GENERAL MEETING**

I/ We hereby record my/ our presence at the 24th Annual General Meeting held on 29th August, 2018 at Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra at 12.00 Noon

| | |
|-------------------------------------|----------------------------|
| DP ID No.*: | L. F. No.: |
| Client ID No.*: | No. of Shares held: |
| Name of the Shareholder(s) | |
| Address of Shareholder: | |
| If Shareholder(s), Please sign here | If Proxy, Please sign here |
| | |

NOTES:

* Applicable for Investors holding shares in electronic form.

PLEASE FILL THIS ATTENDENCE SLIP AND HAND IT OVER AT ENTERANCE OF THE MEETING HALL.

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SCANDENT IMAGING LIMITED
CIN: L93000MH1994PLC080842

Reg. off: Plot No. A 357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra
Tel: + Tel no.: 022-25833206 Fax: 022- 41842228 Web site: www.scandent.in
email id: csscandent@gmail.com

Form No.MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the companies Act 2013 and the rule 19(3) of the companies (Management and administration Rules 2014)

Name of the Member (s):

Registered Address:

Email id :

Folio No. /D.P.ID and Client ID No. :

I/We being the member(s) of _____ Shares of Scandent Imaging Limited hereby appoint

1. Name: _____ Email id : _____

Address: _____
Signature: _____

Or failing him

2. Name : _____ Email id: _____

Address: _____
Signature: _____

Or failing him

3. Name : _____ Email id: _____

Address: _____
Signature: _____

Or failing him

as my /our proxy to attend and vote (on poll) for me /us and on my/our behalf at the 24th Annual General Meeting of the Company scheduled to be held on 29th August, 2018 at 12.00 Noon at, Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

| Res o. No. | Description | For* | Agai nst* |
|------------------|---------------------------------------------------------|------|--------------|
| 1 | Adoption of Financial Statement | | |
| 2 | Appointment of Director | | |
| 3 | Revision of Remuneration of Dr. Sowmya Gautam Deshpande | | |
| 4 | Revision of Remuneration of Dr. Gautam Deshpande | | |

Signed this _____ day of _____ 2018.

Signature of Shareholder

Signature of Proxy holder(s)

Note:

Affix
Revenue
stamp

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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