

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190



To,

Date: 12.02.2025

The Manager-Listing

National Stock Exchange of India Limited
Exchange Plaza,C-1,Block-G,
Bandra Kurla Complex (E),
Mumbai-400051

The Manager-Listing

BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai-400001

NSE Symbol- VISESHINFO

Scrip Code-532411

Sub: Outcome of the Board Meeting-Unaudited Financial Results for the Quarter and Nine Months Ended December 31, 2024

Dear Sir,

This is to inform you that the in pursuance to Reg. 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in its Meeting held today i.e. 12th February, 2025, which commenced at 4:00 P.M. and concluded at 5:20 P.M., at the registered office of the Company at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001, transacted the following business:

- 1) Considered and approved Un-audited Financial Results (Standalone & Consolidated) of the Company for the Quarter and Nine months ended December 31, 2024.
- 2) Considered and approved the Limited Review Report on the Un-audited Financial Results (Standalone & Consolidated) of the Company for the Quarter and Nine months ended December 31, 2024.

Copy of the aforesaid Un-audited Financial Results along with Limited Review Report for the Quarter and Nine months ended December 31, 2024 is enclosed herewith. Further these Un-audited Financial Results are also available on the Company's website on the below mentioned link:

<https://www.mpsinfotec.com/quarterly.html>.

Kindly acknowledge receipt and take the same on your records and oblige.

Thanking You,

Yours Faithfully

For MPS Infotecnics Limited

GARIMA Digitally signed by
SINGH GARIMA SINGH
Date: 2025.02.12
17:21:52 +05'30'

Garima Singh

Company Secretary

**Regd. Office : 703, Arunachal Building,
19, Barakhamba Road, New Delhi-1
Ph.: 011-43571044, Fax: 011-43571047
E-mail : info@mpsinfotech.com**

A. FINANCIALS

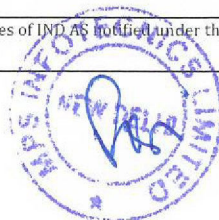
MPS INFOTECNICS LIMITED

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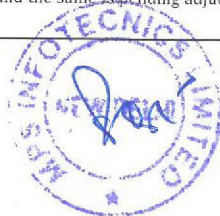
Regd. Office : 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110 001

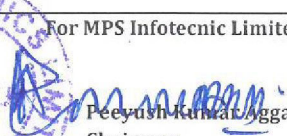
Unaudited Standalone Financial Results for the Quarter and Half Year Ended 31st December, 2024

S.No	Particulars	Quarter Ended			9 Months Ended		Rs. In Lacs
		31-Dec-24	30-Sep-24	31-Dec-23	31-Dec-24	31-Dec-23	Year Ended
		Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited - Unadopted
1	Income						
	(a) Revenue from operations	10.50	13.01	12.11	35.31	43.31	53.90
	(b) Other income	0.61	0.13	0.17	0.74	0.64	0.68
2	Total Revenue (a+b)	11.11	13.14	12.28	36.05	43.95	54.58
3	Expenses:						
	(a) Cost of materials consumed	-	-	-	-	-	-
	(b) Purchases of Stock-in-Trade	8.23	9.34	10.01	28.20	36.10	45.12
	(c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	-	-	-	-	-	-
	(d) Employee benefits expense	6.40	6.39	6.38	19.17	19.09	27.08
	(e) Finance costs	-	-	-	-	-	-
	(f) Depreciation and amortization expense	65.40	65.39	61.25	196.19	183.74	244.99
	(g) Other expenses	29.88	24.94	29.06	80.59	85.58	139.37
4	Total expenses	109.91	106.06	106.71	324.15	324.52	456.55
5	Profit before exceptional and extraordinary items and tax (2-4)	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)	(401.97)
6	Exceptional items	-	-	-	-	-	-
7	Profit before extraordinary items and tax (5-6)	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)	(401.97)
8	Extraordinary items	-	-	-	-	-	-
9	Profit before tax (7-8)	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)	(401.97)
10	Tax expense:						
	(1) Current tax	-	-	-	-	-	-
	(2) Deferred tax Expense(+)/Income(-)	(14.44)	(14.44)	(11.62)	(43.32)	(34.88)	(46.09)
11	Total Tax Expense	(14.44)	(14.44)	(11.62)	(43.32)	(34.88)	(46.09)
12	Profit (Loss) for the period from continuing operations (9-11)	(84.37)	(78.48)	(82.81)	(244.79)	(245.69)	(355.88)
13	Profit/(loss) from discontinuing operations	-	-	-	-	-	-
14	Tax expense of discontinuing operations	-	-	-	-	-	-
15	Profit/(loss) from Discontinuing operations (after tax)	-	-	-	-	-	-
16	Profit (Loss) for the period (12+15)	(84.37)	(78.48)	(82.81)	(244.79)	(245.69)	(355.88)
17	Other Comprehensive Income						
18	(A) (i) Items that will not be reclassified to profit or loss	0.45	0.44	0.49	1.34	1.46	1.78
	(ii) Income Tax relating to items that will not be reclassified to profit or loss	(0.12)	(0.11)	(0.13)	(0.35)	(0.38)	(0.46)
	(B) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
19	Other Comprehensive Income/(Loss) for the year, net of tax	0.33	0.33	0.36	0.99	1.08	1.32
20	Total Comprehensive Income/(Loss) for the year, net of tax (16+19)	(84.04)	(78.15)	(82.45)	(243.80)	(244.61)	(354.56)
21	Paid up Equity Shares (Face Value of Rs.1/- each)	37,744.37	37,744.37	37,744.37	37,744.37	37,744.37	37,744.37
22	Other Equity						4,541.73
23	Earnings per equity share:						
	(1) Basic	(0.002)	(0.002)	(0.002)	(0.006)	(0.006)	(0.009)
	(2) Diluted	(0.002)	(0.002)	(0.002)	(0.006)	(0.006)	(0.009)
NOTES:							
(1)	The above results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at its meeting held on February 12, 2025. The results have been subjected to Limited Review by the Statutory Auditors.						
(2)	Financial results for all the periods have been prepared in accordance with the recognition and measurement principles of IND AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.						



(3)	The figures of the previous periods have been re-cast / re-grouped / re-arranged wherever necessary in conformity with the requirements of the revised Schedule III of the Companies Act, 2013.
(4)	During the Quarter under review the Company has operated in only one segment i.e., IT enabled services, hence segment wise results are not being provided.
(5)	There is no operations in the subsidiaries of the Company hence the members, at the Annual General Meeting held on 30th September, 2022, and in previous years had given their consent to sell this investments made by the Company in these subsidiaries. The management of the Company is in process to identifying suitable investor, however at the same time the Company is also making efforts to revive the business of these subsidiaries. The revival of these subsidiaries are possible once the Company has realised funds from other assets.
(6)	The Statutory Auditors in their Audit Report on the Audited Accounts of the Company for the Financial Year ended March 31, 2024 had opinion that : (I) In case of the following items shown as intangible Assets / inventory, no provision for impairment of assets has been made in accordance Ind AS 36- (a) Intangible Assets under development-Rs 56.44 Crores (Software Development); (b) Software rights-Rs.9.92 crores; (c) Opening Stock (source code) Rs. 62.22 crores; In the absence of valuation reports of above assets, the extent of impairment and its impact on profit and loss account reserves and surplus is not ascertained. (II) Investment in subsidiaries Rs. 61.75 Crores - There are no operations in these overseas subsidiaries and no audit of accounts has been done and no updated information has been received. No provision has been made for the shortfall in value of the investment in accordance with Ind AS 36; (III) The Company has shown in the balance sheet, bank balances in Banco Efisa (Lisbon Portugal) amounting to Rs. 347,892,163 (USD 8,883,210.75) which the bank has adjusted and the matter is in the court of law. Consequently the bank balances shown in balance sheet are overstated by Rs. 347,892,163/- The above bank balance relates to FY 2008-09 which is treated as a current asset. No provision has been made for the possible loss on account of the same. (IV) other non-current assets include other loans and advances of Rs. 222.09 Cr. which are considered to be good for recovery. However as the terms and conditions regarding these loans have not been provided to us we are unable to ascertain and comment on the extent of realisability of this asset; (V) The Company had increased its Authorized Capital from Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY-2010-11 to FY 2012-13. The Company had filed writ petition before the Hon'ble Delhi High Court which was dismissed vide order dated 15/01/2019, aggrieved by the orders passed by the Hon'ble Delhi High Court, the Company had preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court vide its order dated 7th November, 2023 has dismissed the said SLP. Upon dismissal of the said SLP, the ROC Fees has become due and payable. The management has not provided the increased liability of ROC fees, but the Company has made provision of Rs.7.81 Crores upto 31.03.2024 and further Rs. 0.37 Cr from 1st April 2024 till 31st December 2024. The provision to the extent on Rs. 8.18 crores are appearing under the head "Current Liabilities". The losses and provisions are understated to the extent of differential final liability in the financial statements. (VI) Income Tax for the Assessment year 2013-14 amounting to Rs. 20.80 lacs and interest thereon is still payable although provided for in the books of accounts by the Company. (VII) The Company has considered sundry debtors of Rs. 1660.67 Lacs due for more than six months as good. However in the opinion of auditors there should be a regular process of identification and making provision for bad and doubtful debts. Such a process has not been followed. The auditors are unable to comment on the extent of un-provided bad and doubtful debts and their impact on loss and reserves. (VIII) SEBI investigated the GDR issue of the Company and SEBI vide its order dated 6th March 2020 restrained the company from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner whatsoever, till compliance with directions contained in the said order, and for an additional period of 2 years from the date of bringing back the money. Further SEBI vide its order dated 27.11.2020 had imposed a penalty of Rs. 10,00,00,000/- (Rupees Ten Crores) on the Company. Since the penalty has not been paid, SEBI has also frozen the Bank Accounts of the Company. Against the said orders of SEBI the Company filed appeals before the Hon'ble Securities Appellate Tribunal (SAT). SAT vide order dated 27/09/2023 has reduced the penalty from Rs. 10,00,00,000/- to Rs. 25,00,000/-. The review filed against the said order of SAT was dismissed vide order dated 8th December 2023. Aggrieved by the said order the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide its order dated 16th April 2024 dismissed the said Appeal. Against the said order of the management of the company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme Court vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the company and penalty of Rs. 25.00 lacs imposed on the Company. The Company is yet to pay the penalty amount of Rs. 25.00 lacs. Necessary provision has been made in the books which appears under the head "Current Liabilities", however, the provisions w.r.t. Interest @ 12% p.a. amounting to Rs. 12.50 lacs computed from November 2020 till December 2024 has not been made.. (IX) Listing fees for FY 2022-23 & 2023-24 to NSE and BSE amounting to Rs. 11.00 Lacs & Rs. 9.57 lacs respectively is outstanding due to which the demat accounts of promoters have been frozen by the Exchanges and the Stock Exchange has also suspended the trading in the shares of the Company; In terms of the invoices raised by the exchange, the delay in payment of Annual Listing Fees attracts interest @ 18% p.a. by NSE and 12% p.a. by BSE. Provision for interest on the outstanding Annual Listing Fees has not been made hence the profits of the company are over stated.. (X) Custodial Charges to CDSL & NSDL amounting to Rs. 60.77 Lacs & Rs.7.71 Lacs respectively is outstanding due to which the depositories have blocked Benpos data. Further the delay in payment of Annual Custodial Charges to the depositories attract interest @ 12% p.a. The company has disputed the charges being charged by the Depositories and have filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories and Stock Exchanges (NSE & BSE) vide diary no. E-6124659/2024. The Company has not made provision w.r.t. Custodial charges and interest thereon payable to depositories hence profits of the company to the extent of Rs. 60.77 lacs, are over stated. (XI) Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December 2023 (the extended period of time) and Annual General Meeting for the FY 2023-24 could not be convened which is in contravention of the provisions of section 96, 97 & 98 of the Companies Act, 2013 which is punishable under section 99 of the Companies Act, 2013. Since Annual General Meeting of the Company could not be held, the Audited financial statements of the Company for the FY 2022-23 and FY 2023-24 could not be adopted by Shareholders of the Company till the date. (XII) Consequently Shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023 , 31/03/2024; 30/06/2024; 30/09/2024 & 31/12/2024 pursuant to the provisions of Regulation 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has not been filed which has led to imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed. (XIII) The company has not submitted Annual Report to the Stock Exchanges pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) regulation 2015, consequently the Stock Exchange has imposed fine of Rs. 2,64,320/- (including GST @ 18%) each upto 31.03.2024 which has not been provided in the Books of Accounts. Explanation of the Board in Seriatim (I) (a) (b) & (c) In the opinion of the management matter regarding valuation of intangible assets, inventory including capital in work in progress, software rights as also any possible impairment needs to be seen in the context of the peculiar nature of the software industry and the prevailing circumstances. The management is confident that these assets will fetch more value than the cost incurred once the business environment stabilizes. The management has therefore not considered any provision on account of impairment of intangible assets. (II) The management is making efforts to revive the business of subsidiaries and feels confident that investment made in subsidiaries will be realized. It has therefore not made any provision on account of impairment in value of investment in subsidiaries. (III) The company has filed a civil suit bearing No. 2446/12.2TVLSB before the 10th Lower Court of Lisbon, Portugal and the same is pending adjudication. The Company has no additional explanation to offer as the matter is sub-judice.



	(IV) The loans & advances include a sum of Rs. 220 Crores advanced by the Company for establishing a Data Centre at Bareilly. However, the builder Company could not develop the data center. The management of the company has initiated settlement with the builder and expects to recover the amount. Further these loans and advances are made in the normal course of business which are considered to be good for recovery;
	(V) The Company, upon dismissal of SLP by the Hon'ble Supreme Court, is in discussion with the Legal Experts w.r.t. the orders / verdict passed by the Hon'ble Supreme Court in the matter of fees payable to ROC. The company intends to take appropriate action as per the advice received from the legal experts.
	(VI) Provision has already been made in the Books of accounts for the amount of Income Tax payable for the AY 2013-14. As such this liability has no further impact on the profits / retained earnings of the reported period of the Company.
	(VII) The Company has considered sundry debtors of Rs. 1660.67 lacs due for more than six months as good. However in the opinion of auditors there should be regular process of identification and provision for bad and doubtful debts and the same is being considered by the management.
	(VIII) The Company's Review Petition filed before the Hon'ble Supreme Court of India has been decided vide order dated 26th September 2024. The management is in discussions with its lawyers / legal for exploring the possibility of filing a Curative Petition before the Hon'ble Supreme Court. Future Course of action will be taken as advised by Legal Experts. Further the Company is transacting its business through short term borrowings from the Promoters. Decision on penalty imposed by SEBI would be taken once future course has been decided however the Penalty of Rs. 25.00 lacs and Interest on the said penalty amount of Rs. 10.25 lacs is being shown under Contingent Liability.
	(IX) Due to paucity of funds, the Listing fees to NSE & BSE has not been paid. The Company is arranging funds for its payment. The Company has also made representation with NSE and BSE for certain waivers and their response is awaited.
	(X) As regards non-payment of custodial charges to CDSL & NSDL, the company has raised dispute with regard to the quantum of fees being charged. The company as filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchanges (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.
	(XI) (XI, XII & XIII) In respect of default in holding Annual General Meeting, it is submitted that the Depositories have blocked Benpos due to which shareholder data could not be downloaded hence notices of Annual General Meeting could not be sent and consequently Annual Report could not be submitted with the stock Exchanges; Since Benpos data has not been made available the shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023; 31/03/2024; 30/06/2024; 30/09/2024 & 31/12/2024 could not be submitted with the Stock Exchanges. Representation has been made with the stock exchanges for waiver of the penalty.
(7)	The Board of Directors of the company in its meeting held on 1st June 2020, had decided to provide consultancy and advisory services in the field of Solar Power, including but not limited to setting up of Solar Power Plant, its management, supervision, development & trading of software, control the business of transmission of solar power, manufacturing and/or trading in parts of Solar Power Plants, supplying, generation, distribution and dealing in electricity.
(8)	The Audited Financial Results for the FY 2022-23 and FY 2023-24 are provisional as the Members are yet to adopt the same. The Company has not been able to convene and hold Annual General Meeting for the FY 2022-23 & FY 2023-24. For detailed explanation please see note 6 (XI, XII & XIII) above.
(9)	The result of the Company for the Quarter and 9 months ended December 31, 2024, is available on website of the Company i.e., www.mpsinfotec.com and also available on the website of the Bombay Stock Exchange i.e., www.bseindia.com and National Stock Exchange i.e., www.nseindia.com.
Place: New Delhi Date: February 12, 2025 For MPS Infotec Limited  Preetish Kumar Aggarwal Chairman DIN: 00090423	



NEMANI GARG AGARWAL & CO.

CHARTERED ACCOUNTANTS

1517, DEVIKA TOWER, 6, NEHRU PLACE, NEW DELHI- 110 019.

Camp Office: Ch. No.5, Kamadgiri Aptt., Kaushambi, Ghaziabad-201010

Br. Office: B-602, Silver Sands CHS, Piramal Nagar Goregaon (West), Mumbai – 400104

Independent Auditors Limited Review Report on Unaudited Standalone Financial Results of the company for the Quarter and Nine months ended December 31, 2024 (Pursuant to the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.

The Board of Directors,
MPS Infotecnics Limited

We have reviewed the accompanying statement of Unaudited Standalone Financial Results of M/s MPS Infotecnics Limited for the Quarter and Nine Months Ended December 31, 2024 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This statement which is the responsibility of the Company's Management and has been approved by the Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We have conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Engagements to "Review of Interim Financial Information performed by Independent Auditor of the entities", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Basis of Qualified Conclusion

As per observations made in Audit Report of F.Y. 2023-24

- I. In the case of the following items shown as intangible Assets/inventory, no provision for impairment of assets has been made in accordance with accounting policies and applying IndAS 36 —
 - (a) Intangible Assets under development (Capital work-in-progress) - Rs. 56.44 Crores (Software development)
 - (b) Software rights - Rs. 9.92 crores
 - (c) Opening Stock (Source Codes) - Rs. 62.22 Crores

In the absence of valuation reports of the above assets, the extent of impairment and its impact on profit and loss account, reserves, and surplus is not ascertained.

- II. Investment in subsidiaries Rs. 61.75 Crores - There are no operations in these overseas subsidiaries and no audit of accounts has been done and no updated information has been received. No provision has been made for the shortfall in value of the investment in accordance with Ind AS 36;

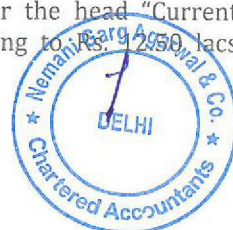
**Tel.-0120-4374727 Mob.-9811026144 (SKN), 9223230576 (SNR),
9810842989 (JMK), 9810893480 (DCK)**

Email ID: nemani61@gmail.com, ngacodelhi@gmail.com

Web Site. : sknemani.com



- III. The Company has shown in the balance sheet, bank balances in Banco Efisa (Lisbon Portugal) amounting to Rs. 347,892,163 (USD 8,883,210.75) which the bank has adjusted and the matter is in the court of law. Consequently the bank balances shown in balance sheet are overstated by Rs. 347,892,163/- The above bank balance relates to FY 2008-09 which is treated as a current asset. No provision has been made for the possible loss on account of the same.
- IV. Other non-current assets include other loans and advances of Rs. 222.09 Cr. which are considered to be good for recovery. However as the terms and conditions regarding these loans have not been provided to us we are unable to ascertain and comment on the extent of realisability of this asset;
- V. The Company had increased its Authorized Capital from Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY-2010-11 to FY 2012-13. The Company had filed writ petition before the Hon'ble Delhi High Court which was dismissed vide order dated 15/01/2019, aggrieved by the orders passed by the Hon'ble Delhi High Court, the Company had preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court vide its order dated 7th November, 2023 has dismissed the said SLP. Upon dismissal of the said SLP, the ROC Fees has become due and payable. The management has not provided the increased liability of ROC fees, but the Company has made provision of Rs.7.81 Crores upto 31.03.2024 and further Rs. 0.37 Cr from 1st April 2024 till 31st December 2024. The provision to the extent on Rs. 8.18 crores are appearing under the head "Current Liabilities". The losses and provisions are understated to the extent of differential final liability in the financial statements.
- VI. Income Tax for the Assessment year 2013-14 amounting to Rs. 20.80 lacs and interest thereon is still payable although principal liability has been provided in the books of Accounts.
- VII. The Company has considered sundry debtors of Rs. 1,660.67 Lacs due for more than six months as good. However in the opinion of auditors there should be a regular process of identification and making provision for bad and doubtful debts. Such a process has not been followed. We therefore are unable to comment on the extent of un-provided bad and doubtful debts and their impact on loss and reserves.
- VIII. SEBI investigated the GDR issue of the Company and SEBI vide its order dated 6th March 2020 restrained the company from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner whatsoever, till compliance with directions contained in the said order, and for an additional period of 2 years from the date of bringing back the money. Further SEBI vide its order dated 27.11.2020 had imposed a penalty of Rs. 10,00,00,000/- (Rupees Ten Crores) on the Company. Since the penalty has not been paid, SEBI has also frozen the Bank Accounts of the Company. Against the said orders of SEBI the Company filed appeals before the Hon'ble Securities Appellate Tribunal (SAT). SAT vide order dated 27/09/2023 has reduced the penalty from Rs. 10,00,00,000/- to Rs. 25,00,000/-. The review filed against the said order of SAT was dismissed vide order dated 8th December 2023. Aggrieved by the said order the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide its order dated 16th April 2024 dismissed the said Appeal. Against the said order of the management of the company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme Court vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the company and penalty of Rs. 25.00 lacs imposed on the Company. The Company is yet to pay the penalty amount of Rs. 25.00 lacs. Necessary provision has been made in the books which appears under the head "Current Liabilities", however, the provisions w.r.t. Interest @ 12% p.a. amounting to Rs. 12,500 lacs computed from November 2020 till December 2024 has not been made.



- IX. Listing fees for FY 2022-23 & 2023-24 to NSE and BSE amounting to Rs. 11.00 Lacs & Rs. 9.57 lacs respectively is outstanding due to which the demat accounts of promoters have been frozen by the Exchanges and the Stock Exchange has also suspended the trading in the shares of the Company; In terms of the invoices raised by the exchange, the delay in payment of Annual Listing Fees attracts interest @ 18% p.a. by NSE and 12% p.a. by BSE. Provision for interest on the outstanding Annual Listing Fees has not been made hence the profits of the company are over stated.
- X. Custodial Charges to CDSL & NSDL amounting to Rs. 60.77 Lacs & Rs.7.71 Lacs respectively is outstanding due to which the depositories have blocked Benpos data. Further the delay in payment of Annual Custodial Charges to the depositories attract interest @ 12% p.a. The company has disputed the charges being charged by the Depositories and have filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories and Stock Exchanges (NSE & BSE) vide diary no. E-6124659/2024. The Company has not made provision w.r.t. Custodial charges and interest thereon payable to depositories hence profits of the company to the extent of Rs. 60.77 lacs, are over stated.
- XI. Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December 2023 (the extended period of time) and Annual General Meeting for the FY 2023-24 could not be convened which is in contravention of the provisions of section 96, 97 & 98 of the Companies Act, 2013 which is punishable under section 99 of the Companies Act, 2013. Since Annual General Meeting of the Company could not be held, the Audited financial statements of the Company for the FY 2022-23 and FY 2023-24 could not be adopted by Shareholders of the Company till the date.
- XII. Consequently Shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023 , 31/03/2024; 30/06/2024; 30/09/2024 & 31/12/2024 pursuant to the provisions of Regulation 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has not been filed which has led to imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed.
- XIII. The company has not submitted Annual Report to the Stock Exchanges pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) regulation 2015, consequently the Stock Exchange has imposed fine of Rs. 2,64,320/- (including GST @ 18%) each upto 31.03.2024 which has not been provided in the Books of Accounts.

Qualified Conclusion

Based on our review conducted as above, except for the matters described in the Basis for Qualified Conclusion above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited Standalone financial results prepared in accordance with applicable Indian Accounting Standards (Ind AS) under Section 133 of the Companies Act 2013 read the relevant rules issued there under and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Emphasis of Matters

We draw attention to: Balances of trade receivables, trade payables, other loans and advances, advance to suppliers, bank balances and liabilities, are subject to confirmation

Our Conclusion is not modified in respect of the above stated matters.

For M/s. Nemani Garg Agarwal & Co.,
Chartered Accountants
FRN: 010192N

J.M. Khandelwal



(J.M. Khandelwal)
Partner
M. No. 074267
UDIN: 25074267BMOXYC1533

Place : New Delhi
Date: 12.02.2025

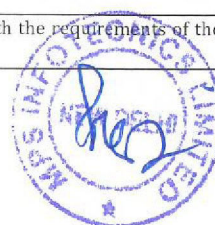
MPS INFOTECNICS LIMITED

CIN: L30007DL1989PLC131190

Regd. Office : 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110 001

Un-Audited Consolidated Financial Results for the Quarter and 9 Months Ended 31 December, 2024

S.No	Particulars	Quarter Ended			9 Months Ended		Rs. In Lacs
		31-Dec-24	30-Sep-24	31-Dec-23	31-Dec-24	31-Dec-23	Year Ended
		Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited - Unadopted
1	Income						
	(a) Revenue from operations	10.50	13.01	12.11	35.31	43.31	53.90
	(b) Other income	0.61	0.13	0.17	0.74	0.64	0.68
2	Total Revenue (a+b)	11.11	13.14	12.28	36.05	43.95	54.58
3	Expenses:						
	(a) Cost of materials consumed	-	-	-	-	-	-
	(b) Purchases of Stock-in-Trade	8.23	9.34	10.01	28.20	36.10	45.11
	(c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	-	-	-	-	-	-
	(d) Employee benefits expense	6.40	6.39	6.38	19.17	19.09	27.08
	(e) Finance costs	-	-	-	-	-	-
	(f) Depreciation and amortization expense	65.40	65.39	61.25	196.19	183.74	244.99
	(g) Other expenses	29.88	24.94	29.06	80.59	85.58	139.37
4	Total expenses	109.91	106.06	106.71	324.15	324.52	456.55
5	Profit before exceptional and extraordinary items and tax (2-4)	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)	(401.97)
6	Exceptional items	-	-	-	-	-	-
7	Profit before extraordinary items and tax (5-6)	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)	(401.97)
8	Extraordinary items	-	-	-	-	-	-
9	Profit before tax (7-8)	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)	(401.97)
10	Tax expense:						
	(1) Current tax	-	-	-	-	-	-
	(2) Deferred tax	(14.44)	(14.44)	(11.62)	(43.32)	(34.88)	(46.09)
11	Total Tax Expense	(14.44)	(14.44)	(11.62)	(43.32)	(34.88)	(46.09)
12	Profit (Loss) for the period from continuing operations (9-10)	(84.37)	(78.48)	(82.81)	(244.79)	(245.69)	(355.88)
13	Profit/(loss) from discontinuing operations	-	-	-	-	-	-
14	Tax expense of discontinuing operations	-	-	-	-	-	-
15	Profit/(loss) from Discontinuing operations (after tax)	-	-	-	-	-	-
16	Profit (Loss) for the period (12+15)	(84.37)	(78.48)	(82.81)	(244.79)	(245.69)	(355.88)
17	Other Comprehensive Income						
	(A) (i) Items that will not be reclassified to profit or loss	0.45	0.44	1.01	1.34	10.62	1.78
	(ii) Income Tax relating to items that will not be reclassified to profit or loss	(0.12)	(0.11)	(0.13)	(0.35)	(0.38)	0.46
	Gain or Loss Arising on Foreign Exchange Translation of Subsidiaries	-	-	-	-	-	11.85
	Total of Item that will not be reclassified to profit or loss	0.33	0.33	0.88	0.99	10.24	13.17
	(B) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	Other Comprehensive Income/(Loss) for the year, net of tax	0.33	0.33	0.88	0.99	10.24	13.17
18	Total Comprehensive Income/(Loss) for the year, net of tax (16+17)	(84.04)	(78.15)	(81.93)	(243.80)	(235.45)	(342.71)
19	Paid up Equity Shares (Face Value of Rs.1/- each)	37,744.37	37,744.37	37,744.37	37,744.37	37,744.37	37,744.37
20	Other Equity						5,384.27
21	Earnings per equity share:						
	(1) Basic	(0.002)	(0.002)	(0.002)	(0.006)	(0.006)	(0.009)
	(2) Diluted	(0.002)	(0.002)	(0.002)	(0.006)	(0.006)	(0.009)
NOTES:							
(1)	The above results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at its meeting held on February 12, 2025. The results have been limited reviewed by the Statutory Auditors.						
(2)	Financial results for all the periods have been prepared in accordance with the recognition and measurement principles of IND AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.						
(3)	The figures of the previous periods have been re-cast / re-grouped / re-arranged wherever necessary in conformity with the requirements of the revised Schedule III of the Companies Act, 2013.						



(4)	Pursuant to the provisions of the Listing Regulations, 2015, the management has decided to publish Consolidated Unaudited Financial Results for the Quarter Ended December 31, 2024 in the newspapers, however the full Standalone Unaudited Financial Results will be made available on the Company's website at www.mpsinfotec.com & on the website of NSE and BSE. Standalone Unaudited Financial Results are as under:					
	Particulars	Quarter Ended			9 Months Ended	
		31-Dec-24	30-Sep-24	31-Dec-23	31-Dec-24	31-Dec-23
		Un-audited	Un-audited	Un-audited	Un-audited	Un-audited
						Audited - Unadopted
	Total Income*	11.11	13.14	12.28	36.05	43.95
	Profit before Tax	(98.81)	(92.92)	(94.43)	(288.11)	(280.57)
	Profit after Tax	(84.37)	(78.48)	(82.81)	(244.79)	(245.69)
* Includes Revenue from operations & Other Income						
(5)	During the quarter under review the company has operated in only one segment i.e. IT enabled Services, hence segment wise results are not being provided					
(6)	There is no operations in the subsidiaries of the Company hence the members, at the Annual General Meeting held on 30th September, 2022, and in previous years had given their consent to sell this investments made by the Company in these subsidiaries. The management of the Company is in process to identifying suitable investor, however at the same time the Company is also making efforts to revive the business of these subsidiaries. The revival of these subsidiaries are possible once the Company has realised funds from other assets.					
	(I) No reinstatement of fluctuation in foreign currency for the conversion of unaudited previous financial statements of foreign subsidiaries, have been made w.e.f. quarter ended 30.06.2024					
(7)	The Statutory Auditors in their Audit Report on the Audited Accounts of the Company for the Financial Year ended March 31, 2024 had opinion that :					
	(I) In case of the following items shown as Intangible Assets/inventory, no provision for impairment of assets has been made in accordance with Ind AS 36					
	(a) Intangible Assets under development-Rs 56.44 Crores (Software Development);					
	(b) Software rights-Rs. 9.92 crores;					
	(c) Opening Stock (source code) Rs. 62.22 crores;					
	In the absence of valuation reports of above assets, the extent of impairment and its impact on profit and loss account reserves and surplus is not ascertained.					
	(II) Goodwill amounting to Rs. 61.69 Crores- There are no operations in these overseas subsidiaries and no audit of accounts has been done and no updated information has been received. No provision has been made for the shortfall in value of the investment in accordance with Ind AS.					
	(III) The Company has shown in the balance sheet, bank balances in Banco Efisa (Lisbon Portugal) amounting to Rs. 347,892,163 (USD 8,883,210.75) which the bank has adjusted and the matter is in the court of law. Consequently the bank balances shown in balance sheet are overstated by Rs. 347,892,163/- The above bank balance relates to FY 2008-09 which is treated as a current asset. No provision has been made for the possible loss on account of the same.					
	(IV) other non-current assets include other loans and advances of Rs. 222.09 Cr. which are considered to be good for recovery. However as the terms and conditions regarding these loans have not been provided to us we are unable to ascertain and comment on the extent of realisability of this asset;					
	(V) The Company had increased its Authorized Capital from Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY-2010-11 to FY 2012-13. The Company had filed writ petition before th Hon'ble Delhi High Court which was dismissed vide order dated 15/01/2019, aggrieved by the orders passed by the Hon'ble Delhi High Court, the Company had preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court vide its order dated 7th November, 2023 has dismissed the said SLP. Upon dismissal of the said SLP, the ROC Fees has become due and payable. The management has not provided the increased liability of ROC fees, but the Company has made provision of Rs.7.81 Crores upto 31.03.2024 and further Rs. 0.37 Cr from 1st April 2024 till 31st December 2024. The provision to the extent on Rs. 8.18 crores are appearing under the head "Current Liabilities". The losses and provisions are understated to the extent of differential final liability in the financial statements.					
	(VI) Income Tax for the Assessment year 2013-14 amounting to Rs. 20.80 lacs and interest thereon is still payable although provided for in the books of accounts by the Company.					
	(VII) The Company has considered sundry debtors of Rs. 3484.73 Lacs due for more than six months as good. However in the opinion of auditors there should be a regular process of identification and making provision for bad and doubtful debts. Such a process has not been followed. The auditors are unable to comment on the extent of un-provided bad and doubtful debts and their impact on loss and reserves.					
	(VIII) SEBI investigated the GDR issue of the Company and SEBI vide its order dated 6th March 2020 restrained the company from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner whatsoever, till compliance with directions contained in the said order, and for an additional period of 2 years from the date of bringing back the money. Further SEBI vide its order dated 27.11.2020 had imposed a penalty of Rs. 10,00,00,000/- (Rupees Ten Crores) on the Company. Since the penalty has not been paid, SEBI has also frozen the Bank Accounts of the Company. Against the said orders of SEBI the Company filed appeals before the Hon'ble Securities Appellate Tribunal (SAT). SAT vide order dated 27/09/2023 has reduced the penalty from Rs. 10,00,00,000/- to Rs. 25,00,00,000/-. The review filed against the said order of SAT was dismissed vide order dated 8th December 2023. Aggrieved by the said order the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide its order dated 16th April 2024 dismissed the said Appeal. Against the said order of the management of the company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme Court vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the company and penalty of Rs. 25.00 lacs imposed on the Company. The Company is yet to pay the penalty amount of Rs. 25.00 lacs. Necessary provision has been made in the books which appears under the head "Current Liabilities", however, the provisions w.r.t. Interest @ 12% p.a. amounting to Rs. 12.50 lacs computed from November 2020 till December 2024 has not been made..					
	(IX) Listing fees for FY 2022-23 & 2023-24 to NSE and BSE amounting to Rs. 11.00 Lacs & Rs. 9.57 lacs respectively is outstanding due to which the demat accounts of promoters have been frozen by the Exchanges and the Stock Exchange has also suspended the trading in the shares of the Company; In terms of the invoices raised by the exchange, the delay in payment of Annual Listing Fees attracts interest @ 18% p.a. by NSE and 12% p.a. by BSE. Provision for interest on the outstanding Annual Listing Fees has not been made hence the profits of the company are overstated.					



	(X) Custodial Charges to CDSL & NSDL amounting to Rs. 60.77 Lacs & Rs.7.71 Lacs respectively is outstanding due to which the depositories have blocked Benpos data. Further the delay in payment of Annual Custodial Charges to the depositories attract interest @ 12% p.a. The company has disputed the charges being charged by the Depositories and have filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories and Stock Exchanges (NSE & BSE) vide diary no. E-6124659/2024. The Company has not made provision w.r.t. Custodial charges and interest thereon payable to depositories hence profits of the company to the extent of Rs. 60.77 lacs, are over stated. (XI) Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December 2023 (the extended period of time) and Annual General Meeting for the FY 2023-24 could not be convened which is in contravention of the provisions of section 96, 97 & 98 of the Companies Act, 2013 which is punishable under section 99 of the Companies Act, 2013. Since Annual General Meeting of the Company could not be held, the Audited financial statements of the Company for the FY 2022-23 and FY 2023-24 could not be adopted by Shareholders of the Company till the date. (XII) Consequently Shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023 , 31/03/2024; 30/06/2024; 30/09/2024 & 31/12/2024 pursuant to the provisions of Regulation 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has not been filed which has led to imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed. (XIII) The company has not submitted Annual Report to the Stock Exchanges pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) regulation 2015, consequently the Stock Exchange has imposed fine of Rs. 2,64,320/- (including GST @ 18%) each upto 31.03.2024 which has not been provided in the Books of Accounts. Explanation of the Board in seriatim: (I) (a), (b) & (C) In the opinion of the management matter regarding valuation of intangible assets, inventory including capital in work in progress, software rights as also any possible impairment needs to be seen in the context of the peculiar nature of the software industry and the prevailing circumstances. The management is confident that these assets will fetch more value than the cost incurred once the business environment stabilizes. The management has therefore not considered any provision on account of impairment of intangible assets. (II) The management is making efforts to revive the business of subsidiaries and feels confident that investment made in subsidiaries will be realized. It has therefore not made any provision on account of impairment in value of investment in subsidiaries. (III) The company has filed a civil suit bearing No. 2446/12.2TVLSB before the 10th Lower Court of Lisbon, Portugal and the same is pending adjudication. The Company has no additional explanation to offer as the matter is sub-judice. (IV) The loans & advances include a sum of Rs. 220 Crores advanced by the Company for establishing a Data Centre at Bareilly. However, the builder Company could not develop the data center. The management of the company has initiated settlement with the builder and expects to recover the amount. Further these loans and advances are made in the normal course of business which are considered to be good for recovery; (V) The Company, upon dismissal of SLP by the Hon'ble Supreme Court, is in discussion with the Legal Experts w.r.t. the orders / verdict passed by the Hon'ble Supreme Court in the matter of fees payable to ROC. The company intends to take appropriate action as per the advice received from the legal experts. (VI) Provision has already been made in the Books of accounts for the amount of Income Tax payable for the AY 2013-14. As such this liability has no further impact on the profits / retained earnings of the reported period of the Company. (VII) The Company has considered sundry debtors of Rs. 3484.75 lacs due for more than six months as good. However in the opinion of auditors there should be regular process of identification and provision for bad and doubtful debts and the same is being considered by the management. (VIII) The Company's Review Petition filed before the Hon'ble Supreme Court of India has been decided vide order dated 26th September 2024. The management is in discussions with its lawyers / legal for exploring the possibility of filing a Curative Petition before the Hon'ble Supreme Court. Future Course of action will be taken as advised by Legal Experts. Further the Company is transacting its business through short term borrowings from the Promoters. Decision on penalty imposed by SEBI would be taken once future course has been decided however the Penalty of Rs. 25.00 lacs and Interest on the said penalty amount of Rs. 10.25 lacs is being shown under Contingent Liability. (IX) Due to paucity of funds, the Listing fees to NSE & BSE has not been paid. The Company is arranging funds for its payment. The Company has also made representation with NSE and BSE for certain waivers and their response is awaited (X) As regards non-payment of custodial charges to CDSL & NSDL, the company has raised dispute with regard to the quantum of fees being charged. The company as filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchanges (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice. (XI, XII & XIII) In respect of default in holding Annual General Meeting, it is submitted that the Depositories have blocked Benpos due to which shareholder data could not be downloaded hence notices of Annual General Meeting could not be sent and consequently Annual Report could not be submitted with the stock Exchanges; Since Benpos data has not been made available the shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023; 31/03/2024; 30/06/2024; 30/09/2024 & 31/12/2024 could not be submitted with the Stock Exchanges. Representation has been made with the stock exchanges for waiver of the penalty.
(8)	The Board of Directors of the company in its meeting held on 1st June 2020, had decided to provide consultancy and advisory services in the field of Solar Power, including but not limited to setting up of Solar Power Plant, its management, supervision, development & trading of software, control the business of transmission of solar power, manufacturing and/or trading in parts of Solar Power Plants, supplying, generation, distribution and dealing in electricity.
(9)	The Audited Financial Results for the FY 2022-23 and FY 2023-24 are provisional as the Members are yet to adopt the same. The Company has not been able to convene and hold Annual General Meeting for the FY 2022-23 & FY 2023-24. For detailed explanation please see note 7 (xi, xii & xiii) above.
(10)	The result of the Company for the Quarter and 9 months ended December 31, 2024, is available on website of the Company i.e., www.mpsinfotec.com and also available on the website of the Bombay Stock Exchange i.e., www.bseindia.com and National Stock Exchange i.e., www.nseindia.com,
Place: New Delhi Date: February 12, 2025  For MPS Infotecnics Limited <i>Peggyush Kumar Aggarwal</i> Chairman DIN: 00090423	

**NEMANI GARG AGARWAL & CO.**

CHARTERED ACCOUNTANTS

1517, DEVIKA TOWER, 6, NEHRU PLACE, NEW DELHI- 110 019.

Camp Office: Ch. No.5, Kamadgiri Aptt., Kaushambi, Ghaziabad-201010

Br. Office: B-602, Silver Sands CHS, Piramal Nagar Goregaon (West), Mumbai – 400104

Independent Auditor's Limited Review Report on Consolidated Unaudited Financial Results for the Quarter and Nine Months Ended December 31, 2024 of the MPS INFOTECNICS LIMITED pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Limited Review Report to,
The Board of Directors
MPS Infotecnics Limited

We have reviewed the accompanying statement of Consolidated Unaudited Financial Results of "MPS INFOTECNICS LIMITED" and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the Quarter and Nine Months Ended December 31, 2024 being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) as amended.

This statement is the responsibility of the Company's Management and has been approved by the Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (IND AS 34) prescribed under section 133 of the Companies Act, 2013 read within relevant rules issued and other accounting principles generally accepted in India. Our responsibility is to Issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular Issued by SEBI under Regulation 33(8) of the SEBI Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

The Statement includes the results of the following entities:

Name of Entity	Nature of Relationship
MPS Infotecnics Limited	Holding Company
Axis Convergence Inc	Wholly-Owned Foreign Subsidiary with no operations and data are Unaudited
Greenwire Network Limited	Wholly-Owned Foreign Subsidiary with no operations and data are Unaudited
Opentech Thai Network Specialists Co. Limited	Wholly-Owned Foreign Subsidiary with no operations and data are Unaudited



Tel.-0120-4374727 Mob.-9811026144 (SKN), 9223230576 (SNR),
9810842989 (JMK), 9810893480 (DCK)

Email ID: nemani61@gmail.com, ngacodelhi@gmail.com

Web Site. : sknemani.com

Basis for Qualified Conclusion

Attention is invited to the following key matter — observations as per Audit report of FY 2023-24:

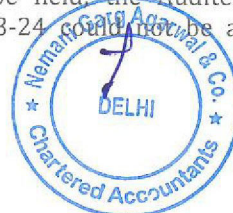
- I. In case of the following items shown as intangible Assets / inventory, no provision for impairment of assets has been made in accordance with accounting policies and applying IndAS 36 —
 - (a) Intangible Assets under development (Capital work-in-progress) - Rs. 56.44 Crores (Software development)
 - (b) Software rights - Rs. 9.92 crores
 - (c) Opening Stock (Source Codes) - Rs. 62.22 Crores

In the absence of valuation reports of above assets the extent of impairment and its impact on profit and loss account, reserves and surplus is not ascertained.

- II. **Assets of subsidiaries** - Rs. 18.60 Crore.; Total Revenue of Rs. Nil and Net Cash outflows / Inflows of Rs. Nil - No audit of the subsidiaries has been done either by us local have been audit Firm; such unaudited financial statements and information furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of these subsidiaries and our report in terms of subsections 3 and 11 of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on such un-audited financial information.
- III. Goodwill amounting to Rs. 61.69 Crores- There are no operations in these overseas subsidiaries and no audit of accounts has been done and no updated information has been received. No provision has been made for the shortfall in value of the investment in accordance with Ind AS .
- IV. The Company has shown in the balance sheet, bank balances in Banco Efisa (Lisbon Portugal) amounting to Rs. 347,892,163 (USD 8,883,210.75) which the bank has adjusted and the matter is in the court of law. Consequently the bank balances shown in balance sheet are overstated by Rs. 347,892,163/- The above bank balance relates to FY 2008-09 which is treated as a current asset. No provision has been made for the possible loss on account of the same.
- V. other non-current assets include other loans and advances of Rs. 222.09 Cr. which are considered to be good for recovery. However as the terms and conditions regarding these loans have not been provided to us we are unable to ascertain and comment on the extent of realisability of this asset;
- VI. The Company had increased its Authorized Capital from Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY-2010-11 to FY 2012-13. The Company had filed writ petition before th Hon'ble Delhi High Court which was dismissed vide order dated 15/01/2019, aggrieved by the orders passed by the Hon'ble Delhi High Court, the Company had preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court vide its order dated 7th November, 2023 has dismissed the said SLP. Upon dismissal of the said SLP, the ROC Fees has become due and payable. The management has not provided the increased liability of ROC fees, but the Company has made provision of Rs.7.81 Crores upto 31.03.2024 and further Rs. 0.37 Cr from 1st April 2024 till 31st December 2024. The provision to the extent on Rs. 8.18 crores are appearing under the head "Current Liabilities". The losses and provisions are understated to the extent of differential final liability in the financial statements.



- VII. Income Tax for the Assessment year 2013-14 amounting to Rs. 20.80 lacs and interest thereon is still payable although provided for in the books of accounts by the Company.
- VIII. The Company has considered sundry debtors of Rs. 3484.73 Lacs due for more than six months as good. However in the opinion of auditors there should be a regular process of identification and making provision for bad and doubtful debts. Such a process has not been followed. The auditors are unable to comment on the extent of un-provided bad and doubtful debts and their impact on loss and reserves.
- IX. SEBI investigated the GDR issue of the Company and SEBI vide its order dated 6th March 2020 restrained the company from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner whatsoever, till compliance with directions contained in the said order, and for an additional period of 2 years from the date of bringing back the money. Further SEBI vide its order dated 27.11.2020 had imposed a penalty of Rs. 10,00,00,000/- (Rupees Ten Crores) on the Company. Since the penalty has not been paid, SEBI has also frozen the Bank Accounts of the Company. Against the said orders of SEBI the Company filed appeals before the Hon'ble Securities Appellate Tribunal (SAT). SAT vide order dated 27/09/2023 has reduced the penalty from Rs. 10,00,00,000/- to Rs. 25,00,000/-. The review filed against the said order of SAT was dismissed vide order dated 8th December 2023. Aggrieved by the said order the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide its order dated 16th April 2024 dismissed the said Appeal. Against the said order of the management of the company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme Court vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the company and penalty of Rs. 25.00 lacs imposed on the Company. The Company is yet to pay the penalty amount of Rs. 25.00 lacs. Necessary provision has been made in the books which appears under the head "Current Liabilities", however, the provisions w.r.t. Interest @ 12% p.a. amounting to Rs. 12.50 lacs computed from November 2020 till December 2024 has not been made.
- X. Listing fees for FY 2022-23 & 2023-24 to NSE and BSE amounting to Rs. 11.00 Lacs & Rs. 9.57 lacs respectively is outstanding due to which the demat accounts of promoters have been frozen by the Exchanges and the Stock Exchange has also suspended the trading in the shares of the Company; In terms of the invoices raised by the exchange, the delay in payment of Annual Listing Fees attracts interest @ 18% p.a. by NSE and 12% p.a. by BSE. Provision for interest on the outstanding Annual Listing Fees has not been made hence the profits of the company are over stated.
- XI. Custodial Charges to CDSL & NSDL amounting to Rs. 60.77 Lacs & Rs.7.71 Lacs respectively is outstanding due to which the depositories have blocked Benpos data. Further the delay in payment of Annual Custodial Charges to the depositories attract interest @ 12% p.a. The company has disputed the charges being charged by the Depositories and have filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories and Stock Exchanges (NSE & BSE) vide diary no. E-6124659/2024. The Company has not made provision w.r.t. Custodial charges and interest thereon payable to depositories hence profits of the company to the extent of Rs. 60.77 lacs, are over stated.
- XII. Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December 2023 (the extended period of time) and Annual General Meeting for the FY 2023-24 could not be convened which is in contravention of the provisions of section 96, 97 & 98 of the Companies Act, 2013 which is punishable under section 99 of the Companies Act, 2013. Since Annual General Meeting of the Company could not be held, the Audited financial statements of the Company for the FY 2022-23 and FY 2023-24 could not be adopted by Shareholders of the Company till the date.



- XIII. Consequently Shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023 , 31/03/2024; 30/06/2024; 30/09/2024 & 31/12/2024 pursuant to the provisions of Regulation 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has not been filed which has led to imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed.
- XIV The company has not submitted Annual Report to the Stock Exchanges pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) regulation 2015, consequently the Stock Exchange has imposed fine of Rs. 2,64,320/- (including GST @ 18%) each upto 31.03.2024 which has not been provided in the Books of Accounts.

Qualified Conclusion

Based on our review conducted as above, except for the matters described in the Basis for Qualified Conclusion above, nothing has come to our attention that causes us to believe that the accompanying statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Emphasis of Matters

We draw attention to: Balances of trade receivables, trade payables, other loans and advances, advance to suppliers, bank balances and liabilities, are subject to confirmation.

Our Conclusion is not modified in respect of the above stated matters.

For M/s. Nemani Garg Agarwal & Co.,
Chartered Accountants
FRN: 010192N





(J.M. Khandelwal)
Partner
M. No. 074267
UDIN: 25074267BMOXYD8981

Place : New Delhi
Date: 12.02.2025