



MPS INFOTECNICS LIMITED
SOLUTIONS UNLIMITED

“We are focused on providing our customers with Solutions that actually solve their business issue & assist their growth through innovative application of technology & information management in an easy to use manner.”

Mr. Peeyush Kumar Aggarwal

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Peeyush Kumar Aggarwal	Managing Director
`As on the date of this AGM, Mr. Peeyush Kumar Aggarwal is neither a Director of the Company nor its Managing Director	
Mrs. Madhu Sharma	Independent Director
Mr. Rachit Garg	Non-Executive Director
Mr. Ram Niwas Sharma	Non-Executive Director
Effective 21.05.2025 Mr. Ram Niwas Sharma, is the Chief Executive Officer of the Company.	
Mr. Santosh Pradhan	Independent Director
Mr. Atul Srivastava	Additional Director w.e.f. 19.06.2025
Mr. Pankaj Prasad	Additional Director (Independent) effective from 12.08.2024
Mr. Sanjay Sharma	Chief Financial Official
Mrs. Garima Singh	Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. Nemani Garg Agarwal & Company
Chartered Accountants
1517, Devika Towers, 6,
Nehru Place, New Delhi - 400051.
Ph. No.: 011 26448022/ 33, 9811026144
Email: sknemani@sknemani.com
FRN: 010192N

BANKERS

Indian Bank
ICICI Bank
HDFC Bank

REGISTERED OFFICE

703, Arunachal Building,
19, Barakhamba Road,
Connaught Place, New Delhi-110001
Email: info@mpsinfotec.com
Website: www.mpsinfotec.com
CIN: L30007DL1989PLC131190
ACTIVE compliance - ACTIVE compliant

SUBSIDIARIES

Axis Convergence Inc, Mauritius
Level 2, Max City Building, Remy, Olliver Street. Port
Louis, Mauritius
Greenwire Network Ltd., Hongkong
Block A, 15/F, Hillier Commercial Building, 65- 67,
Bonham Strand East, Sheung Wan, Hongkong
Opentech Thai Network Specialists Co. Ltd.
8/5, Soi Sukhumvit, 28 (Bannasarn), Sukhumvit Rd.,
Kolngton, Kolngtoey, Bangkok, Thailand

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

- ☑ Mrs. Madhu Sharma – Chairperson
- ☑ Mr. Santosh Pradhan – Member
- ☑ Mr. Peeyush Kumar Aggarwal – Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

- ☑ Mr. Rachit Garg – Chairperson
- ☑ Mr. Peeyush Kumar Aggarwal – Member
- ☑ Mr. Santosh Pradhan – Member

NOMINATION & REMUNERATION COMMITTEE

- ☑ Mrs. Madhu Sharma – Chairperson
- ☑ Mr. Santosh Pradhan – Member
- ☑ Mr. Rachit Garg – Member

RISK MANAGEMENT COMMITTEE

- ☑ Mr. Santosh Pradhan – Chairperson
- ☑ Mr. Peeyush Kumar Aggarwal – Member
- ☑ Mrs. Madhu Sharma – Member

CORPORATE SOCIAL RESPONSIBILITY

- ☑ Mrs. Madhu Sharma – Chairperson
- ☑ Mr. Peeyush Kumar Aggarwal – Member
- ☑ Mr. Santosh Pradhan – Member

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of MPS Infotecnics Limited shall be held on Tuesday the 12th day of May, 2026, at 11:00 AM at the Registered Office of the Company situated at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year Ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon;

Item No. 2: To consider and appoint a Director in place of Mr. Rachit Garg (DIN: 07574194), who retires by rotation and being eligible, offers himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of sub-section(6) of the Section 152 and other applicable provisions, of the Companies Act, 2013, Mr. Rachit Garg (DIN: 07574194), the retiring Director be and is hereby re-appointed.”

SPECIAL BUSINESS

Item No. 3: Re-appointment of Mr. Santosh Pradhan (DIN: 00354664) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 160, Schedule IV, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations, 2015’), as amended time to time, the approval of members be and is hereby accorded to the re-appointment of Mr. Santosh Pradhan (DIN: 00354664), who was appointed as an Additional, Independent Director of the Company by the Board of Directors of the Company with effect from 8th January, 2020, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of this Annual General Meeting (i.e. 35th Annual General Meeting) up to the date of the Thirty Nineth (39th Annual General Meeting) of the Company to be held in the Financial Year 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company, be and are hereby severally authorized to file the necessary forms with the office of the Ministry of Corporate Affairs, Delhi and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions.”

Item No. 4. Appointment of Mr. Pankaj Prasad (DIN: 01481240) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re - enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pankaj Prasad (DIN: 01481240), who was appointed as an Additional Director, categorised as an Independent Director of the Company, by the Board of Directors of the Company with effect from 12th August, 2024 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of this Annual General Meeting (i.e. Thirty Fifth Annual General Meeting) up to the date of the Thirty Nineth (39th)Annual General Meeting of the Company to be held in the Financial Year 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company, be and are hereby severally authorized to file the necessary forms with the office of the Ministry of Corporate Affairs, Delhi and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions.”

Item No. 5: To approve Related Party Transactions

To consider and if thought fit, to pass with or without modification following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 & Regulation 23(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time and basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreements(s) and subsequent Material modifications (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between related parties and the Company with effect from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the calendar year 2023, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value up to the maximum 150 crores, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.”

“FURTHER RESOLVED THAT the Board of Directors of the company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company) be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 6: To consider and approve disinvestment in subsidiaries of the company

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

“RESOLVED THAT pursuant to Section 180 (1) (a) and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and subject to all other applicable provisions of the Companies Act, 2013, if any, (Including any statutory modifications, or re-enactment thereof for the time being in force), Regulation 24(5) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and Rules and Regulations made thereunder, the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory provision and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the powers conferred by this resolution), consent of members be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell / disinvest by way of the sale, transfer or disposal of the entire or substantially the entire shareholding of the Company in one or more tranches at a price determined as per RBI guidelines and on such terms and conditions and with such modifications, as may be required by any of the concerned authorities or as the Board of the company may deem fit and appropriate in the interest of the Company in wholly owned subsidiaries of the company namely, Axis Convergence INC., Mauritius; Greenwire Network Ltd., Hong Kong; and Opentech Thai Network Specialists Co. Ltd., Thailand.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company:

1. to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disinvestment be done by the Company;
2. the manner of disinvestment , extent of disinvestment , other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the disinvestment;
3. negotiating and finalizing the terms of sale, negotiating, finalizing and executing share sale purchase agreement(s) by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters, and such other papers as may be necessary , desirable, and expedient to be agreed, signed and executed;
4. to determine the final consideration / pricing;
5. to make all such filings, and applications, for the statutory / regulatory and other approvals as may be required in the matter and to complete the aforesaid transaction.”

“RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or Officers and/or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

By the Order of the Board of Directors
For MPS Infotec Limited

Date: 14.04.2026
Place: New Delhi

SD/-
Rachit Garg
DIN: 07574194

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and hold in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A blank proxy form is being sent herewith. The instrument appointing proxy, duly stamped completed and signed should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies. All alterations made in the Form of Proxy should be initialed.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, January 15, 2021 read with May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 is also be available on the Company’s website at www.mpsinfotec.com under the tab “Investor Zone”. The Company has also published an advertisement in newspaper containing the details about the AGM i.e., the conduct of the AGM, date and time of the AGM, availability of the notice of AGM at the Company’s website, manner of registering the email ID’s of those shareholders who have not registered their email addresses with the Company / RTA and other matters as may be required.
5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send (in advance) at the Registered Office of the Company, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Forms are available on Company’s website at https://www.mpsinfotec.com/investors_zone.html under heading Code of Conduct.
7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website at https://www.mpsinfotec.com/investors_zone.html under heading Code of Conduct. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MAS Services Limited in case the shares are held in physical form.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of

securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at https://www.mpsinfotec.com/investors_zone.html under heading Code of Conduct and on the website of the Company’s Registrar and Transfer Agents, MAS Services Limited at <https://www.masserv.com/downloads.asp>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed in accordance with their specimen signature(s) registered with the Company / Depository, to the meeting and handover it at the entrance of the meeting hall. The Members are informed that 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.
10. Route map and details of prominent land mark of the venue of the meeting is provided on the Attendance slip and forms part of the Notice calling the Annual General Meeting.
11. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, May 6, 2026 to Tuesday, May 12, 2026 (both days inclusive).
12. Inspection:
 - (a) All the documents referred to in the Notice and Annual Report are available for inspection by the Members at the Company’s Registered Office on all working days (except Saturdays, Sundays and Public Holidays) from 1 P.M. to 4 P.M. up to the date of the Annual General Meeting.
 - (b) The Register of Directors’ and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
 - (c) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he / she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at info@mpsinfotec.com on or before Tuesday, May 5, 2026. The same will be replied by the Company suitably.
14. The Board of Directors has appointed Mr. Kundan Agrawal (FCS No. 7631, CP No. 8325), Company Secretary in Practice as the Scrutinizer to scrutinize voting during the AGM, in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast during the AGM and, not later than 48 hours from the conclusion of the AGM, prepare and submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
16. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.mpsinfotec.com immediately.
17. Members are requested to notify immediately about any change in their postal address/ E-Mail address /bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company’s Registrar and Share Transfer Agent, viz. M/s MAS Services Limited having its office at T-34, IInd Floor Okhla Industrial Area Phase-II New Delhi-110020.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, bank details viz., name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants (“DPs”) in case the shares are held in electronic form and MAS Services Limited in case the shares are held in physical form.
20. Members who are holding Company’s shares in dematerialized form are required to bring details of their Depository Account Number for identification.
21. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised

to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
23. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No.
24. The Company is unable to provide e-voting facility due to ongoing legal dispute with the Depositories hence e-voting portal is not being provided by the Depositories. Further pursuant to the order dated 9th December 2025 passed by the Hon'ble Delhi High Court in a *Writ Petition bearing No. W.P.(C) 18640/2025 titled MPS Infotecnics Ltd. Vs Securities Exchange Board of India and others*, the matter is pending adjudication before Securities and Exchange Board of India and Ministry of Finance

“ANNEXURE TO THE NOTICE”

EXPLANATORY STATEMENT PURSUANT TO SEC.102 OF THE COMPANIES ACT, 2013

Item No. 2

Pursuant to the provisions of Section 152 and applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation.

Mr. Rachit Garg is a Non- Executive Director of the Company & Chairman of Stakeholders Relationship Committee. At the 34th Annual General Meeting of the Company Mr. Rachit Garg retires by rotation and being eligible offers himself for his re-appointment,

Pursuant to the provisions of Section 160 of the Companies Act, 2013 as amended, the Nomination and Remuneration Committee, in its meeting held on 28th August, 2021 has recommended the candidature of Mr. Rachit Garg for the office of Director, to be re-appointed as such under the provisions of Section 149, 152 (6) of the Companies Act, 2013.

Appointment of Mr. Rachit Garg, as Director of the Company shall be liable to retire by rotation pursuant to the provisions of section 152(6) of the Companies Act, 2013.

The Company has received, from Mr. Rachit Garg, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rachit Garg, Non-Independent Non- Executive Director proposed to be reappointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under.

Brief Profile:

Mr. Rachit Garg is liable to retire by rotation pursuant to the provisions of sub-section (6) of Section 152 of the Companies Act, 2013. Brief Profile of Mr. Rachit Garg: - Mr. Rachit Garg is an MBA in Finance & Marketing from UP Technical University, Meerut apart from being a Commerce Graduate from Chaudhary Charan Singh University, Meerut. He has a rich experience of over 14 years in Accounts & Finance. He had earlier worked with Geiper Consulting Pvt. Ltd. in the Accounts & Finance Department and he specializes in marketing of financial products. Companies (other than MPS Infotecnics Limited) in which he holds directorship and committee memberships are as follows:-

1. Onus Plantations and Agro Limited
2. Nirvana Biosys Private Limited
3. Onshore Shipping Limited
4. Eroads Infrastructure Private Limited
5. Eshoppers India Limited
6. Hamilton Homes Private Limited
7. Diplomat It Systems Private Limited
8. Saturn Infocom Limited
9. Takashi Consultancy Private Limited
10. Omkam Capital Markets Private Limited
11. Magnum Plasticizer And Allied Products Private Limited
12. K V Cements Private Limited
13. Omkam Commodities Private Limited
14. Omkam Securities Private Limited
15. MPS Informatics Private Limited

16. Rcc Cements Limited
17. Mangalmay Holdings Private Limited
18. Kanhai Cements Works Private Limited
19. B.P. Capital Ltd. resigned w.e.f. 21.01..2026

Mr. Rachit Garg does not hold any shares in the Company. Your directors are of the view that company would be immensely benefitted by the expertise and guidance of Mr. Rachit Garg and therefore recommend his appointment and approval of the resolution contained in Item No. 2 of this Notice convening the Annual General Meeting.

Except Mr. Rachit Garg, being an appointee, none of the Directors, Key Managerial Personnel of the company and their relatives, is concerned or interested, financial or otherwise in the resolution set out in item no.2.

The Board of Directors recommends the resolution for approval by the members.

Item No. 3

The Board of Directors of the Company ('the Board') at the meeting held on 30th May, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), had re-appointed Mr. Santosh Pradhan (DIN: 00354664) as an Additional Director & an Independent Director of the Company. Pursuant to the provisions of Section 161 of Companies Act, 2013, Mr. Santosh Pradhan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

Brief Profile of Mr. Santosh Pradhan

Mr. Santosh Pradhan aged about 56 years is an undergraduate from Hindi Sahitya Sammelan. He has rich experience of over 30 years in General Administration. He is also a Director in Public Listed and Unlisted Companies as well as in private limited companies. He brings with him vast experience which would immensely benefit the Company in long term.

Mr. Santosh Pradhan does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Company has received from Mr. Santosh Pradhan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013 and (iii) a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 & Regulation 16 (1) (b) of the Listing Regulations, 2015.

Further Mr. Santosh Pradhan has submitted his DIR-3 KYC pursuant to Rule 12A of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Santosh Pradhan, Director, holds directorship and membership of the Committees of the Board of the under stated companies including MPS Infotecnics Limited in India:

Rcc Cements Limited
Firstbiz Network Private Limited
E-Visesh.Com Limited
Ygb Technologies Private Limited
Powersoft Solution Private Limited
Transxs Telematics Private Limited
Harsimrat Investments Private Limited
Infotecnics India Limited
Patliputra International Ltd
Pranidhi Commerce Private Limited
Pendulum Reality Private Limited
Kinglest Realtors Private Limited
Marubhumi Dealer Pvt Ltd
Pyrus Realcon Private Limited

Committee Details

Mr. Santosh Pradhan is a Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of RCC Cements Ltd.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Santosh Pradhan, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

Item No. 4

The Board of Directors of the Company ('the Board') at the meeting held on 12th August, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), had appointed Mr. Pankaj Prasad (DIN: 01481240) as an Additional Director & an Independent Director of the Company. Pursuant to the provisions of Section 161 of Companies Act, 2013, Mr. Pankaj Prasad shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

A brief profile of Mr. Pankaj Prasad is given below:

Mr. Pankaj Prasad, aged about 53 years is a qualified Mechanical Engineer from Delhi College of Engineering. Mr. Pankaj Prasad is a seasoned Mechanical Engineer with over three decades of experience across a wide spectrum of industries and roles. His diverse expertise encompasses B2B marketing, human resources, oil exploration services, import-export, health, safety & environment (HSE), and corporate liaison. Mr. Prasad's career is marked by his significant contributions to the highly technology-intensive oil and gas exploration industry, where he developed a profound understanding of the application of advanced technologies and scientific principles in various engineering disciplines.

Career Highlights:

- **Halliburton Logging Services Asia Limited:**

Mr. Prasad has distinguished nine-year tenure at Halliburton Logging Services Asia Limited, where he honed his skills in the oil and gas exploration sector, contributing to the company's technical and operational success.

- **Director (Technical) of a Startup:** After his time at HLS Asia, Mr. Prasad took on the role of Director (Technical) at a startup, where he led technical initiatives for six years, driving innovation and strategic growth.

- **NDC-COSL, UAE:** He spent three years in the UAE with NDC-COSL, focusing on the technical marketing of directional and well-logging technologies. His efforts helped bridge the gap between advanced technologies and their practical applications in the field.

- **Focus Energy India:** Mr. Prasad also contributed three years to Focus Energy India, where he played a pivotal role in providing operational and technical support, enhancing the company's efficiency and productivity. He also supported HLS Asia Ltd. during this period.

International Experience:

Mr. Prasad has extensive international experience, having worked in various countries, including the UAE, Iran, China, Egypt, Bangladesh, Kuwait, and Oman. This exposure has provided him with a global perspective and a deep understanding of diverse business environments and practices.

Skills & Expertise:

- B2B Marketing
- Human Resources Management
- Oil Exploration Services
- Import-Export Operations
- Health, Safety & Environment (HSE)
- Technical Marketing of Oil & Gas Technologies
- Corporate Liaison and Networking
- Multinational Business Operations

Mr. Pankaj Prasad is a versatile and highly experienced professional whose career spans various industries and geographies. His technical acumen, combined with his strategic insight and international exposure, makes him a valuable asset in any organization focused on engineering, technology, and global operations.

Mr. Pankaj Prasad holds directorship and membership of the Committees of the Board of Directors of the following listed/unlisted public limited companies:

S.No.	Name of the Company	Designation	Chairmanship/Membership of the Committees
1	RCC Cements Limited	Independent Director	NIL

Mr. Pankaj Prasad does not hold any equity shares of the Company.

Mr. Pankaj Prasad does not have any relationship with any of the existing directors and Key Managerial Personnel.

Details of listed companies in which Mr. Pankaj Prasad resigned in the past three years - NIL

The Board considers that his association would be of immense benefit to the Company as he is having a good technical knowledge & versatile experience in marketing, human resource, import export, corporate liasoning, etc. and he provides the ideas for administration and is having expertise in preparing business plans etc. It is desirable to avail services of Mr. Pankaj Prasad as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4.

The Board of Directors recommends the resolution at Item no. 4 for approval of the Members as a Special Resolution.

Item No. 5

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders’ approval with the threshold of lower of `1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

In view of the changes in the threshold limits for determining the related party transactions, require prior shareholder approval. The Company therefore seeks the approval of the shareholders to approve entering into contracts/arrangements exceeding the threshold limits and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

In light of provisions of Section 188 (1) of the Companies Act, 2013 and rules made there under, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2023-24.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

(a)

Name of the Related Party	Nature of relationship	Nature of the transaction	Maximum Expected Value of the transactions annum (Rs.)	Nature, duration of the contract and particulars of the contract or arrangement	Amount of Transaction s already entered with related Parties till 31.03.2024
Mr. Peeyush Kumar Aggarwal	Key Managerial Personnel	Unsecured Loans Received	50.00 Crores	Unsecured Loans Received From The Director And Payable On Demand By MPS Infotecncs Limited.	19.69 Crores
Mr. Peeyush Kumar Aggarwal	Managing Director As on the date of this notice Mr. Peeyush Kumar Aggarwal is neither a Director in the company nor he is the Managing Director	Remuneration	Subject to maximum of limit provided u/s. 197 of the Companies Act, 2013 read with Rule 4 and Schedule V of the Companies Act, 2013	Services	0.00
M/s. Omkam Global Capital Private Limited	Entities in which KMP-Mr. Peeyush kumar Aggarwal can exercise significant influence.	Other Payables - Unsecured	50.00 Crores	Current Liabilities-Other Payables Duration -Payable on demand	8.62 Crores
M/s. E-visesh.co	Entities in which KMP-	Other Receivables-	50.00 Crores	Current Assets-Other Receivables	6.95 Crores

m Limited	Mr. Peeyush Kumar Aggarwal is the Managing Director of the Company and holds majority of Shares of E-visesh.com Limited.	Unsecured		Duration- Being set off against payment made on behalf of MPS.	
M/s. MPS Informatics Private Limited	Mr. Peeyush Kumar Aggarwal is a Common Director	Other Payables-Unsecured	50.00 Crores	Current Liabilities-Other Payables- Duration -Payable on Demand	1.89 Crores
Mr. Vishal Anand	Chief Executive Officer – No more in the employment of the Company as on the date of this Notice	Remuneration	Presently being paid Rs. 1 lacs p.m., which may be increased on account of promotion/increment to be decided by the management.	Nature: Services Duration: NA, subject to resignation/termination of services Particulars: As per the appointment letter	0
Mr. Sanjay Sharma	Chief Finance Officer	Remuneration	Presently being paid Rs. 7.82 lacs p.a., which may be increased on account of promotion/increment to be decided by the management.	Nature: Services Duration: NA, subject to resignation/termination of services Particulars: As per the appointment letter	7.82 lacs
Mrs. Garima Singh	Company Secretary	Remuneration	Presently being paid Rs. 3.48 Lacs p.a., which may be increased on account of promotion/increment to be decided by the management.	Nature: Services Duration: NA, subject to resignation/termination of services Particulars: As per the appointment letter	3.48 lacs

- (b) **Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Your Directors recommend the resolution for your approval.

Except Mr. Peeyush Kumar Aggarwal & M/s. Omkam Global Capital Private Limited & their relatives, none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution except to the extent of their shareholding.

Item No. 6.

Your company is presently engaged in System Integration and Networking Solutions (including but not limited to trading in hardware), Telecommunication; Enterprise Software; Domain Registration and web hosting; VAS and It Enabled Services.

Consequent upon merger of Axis Convergence Pvt. Ltd. with MPS Infotecnics Limited., Axis Convergence Inc. and Greenwire Network Limited became subsidiaries of the Company, whereas in Opentech Thai Network Specialists Co. Ltd., hereinafter referred to as OTNS, your company had purchased stake from the erstwhile shareholders of the OTNS and through preferential allotment of shares by OTNS and presently holds approximately 99% shares in OTNS.

Axis Convergence Inc. and Greenwire Network Ltd. are in the business of providing International Long Distance telephony. Axis Convergence Inc. was at one point in time one of the top 5 customers for Bharti Airtel and biggest player in the retail market for international voice cards. However, due to advent of free internet telephony products in the mobile phone like skype,

whatsapp, etc., the overall market size gradually went low. This has led to intense competition in the market to grab as much share as possible between players and Axis Convergence Inc. and Greenwire Network Ltd. were out played by the market forces. Mobile messaging business went down gradually due to advent of mobile messaging platforms like whatsapp and many others. As the business of these two subsidiaries have come down considerably and to revival of the business of these companies would need a sizable amount of investment which in the present scenario is not feasible.

Opentech Thai Network Specialist Co. Ltd., a Thailand based company is engaged in trading in Computer Hardware and Peripherals including Networking equipments. However, the past 5 years OTNS had been incurring losses & the Net Worth of the Company had been eroded. The revival of OTNS would need considerable amount of investment which in the present scenario is not feasible.

Further your company intends to focus on its existing business, hence the board of directors in its meeting held on 28th August 2018 had decided to disinvest entirely the whole or substantially the whole of its investment in the said subsidiaries, which in the opinion of the Board is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalize the terms of sale in consultation with the advisors, experts and / or other authorities as may be required.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, as amended, a company cannot sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking without the consent of the members by way of a special resolution at the general meeting of the Company. Further in terms of Regulation 24(5) of the Listing Regulations, 2015, as amended from time to time, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing special resolution in its general meeting. In view of the provisions contained in Companies Act, 2013 & Listing Regulations, 2015, the Company would require the approval of the Members of the Company through Special Resolution, for disinvesting its shareholding in the above mentioned three subsidiaries.

Accordingly, the consent of Members by way of Special Resolution is being sought for selling, transferring, the entire and/or substantially the entire shareholding in the company's wholly owned subsidiaries and / or substantially wholly owned subsidiaries.

None of the Directors and Key Managerial Personnel of the Company and their relatives, in any way and / or manner, deemed to be concerned or interested financially or otherwise, (except to the extent of their shareholding in the company) in the Special Resolution as set out in the Notice.

The Board recommends the resolution as set out in Item No. 6 of the notice for approval of the shareholders.

**By the Order of the Board of Directors
For MPS Infotecnics Limited**

**Date: 14.04.2026
Place: New Delhi**

**SD/-
Rachit Garg
DIN: 07574194**

BOARD'S REPORT

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company"), along with the Audited Financial Statements, for the Financial Year Ended March 31, 2024.

1. FINANCIAL RESULTS

The Financial Results (Standalone & Consolidated) of the Company for the period under review are as follows:

(Rs. In Lacs)

PARTICULARS (RS.)	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Income from Operation	53.90	56.35	53.90	56.35
Other Income	0.68	97.65	0.68	97.65
Total Income	54.58	153.99	54.58	153.99
Total Expenditure	456.55	658.49	456.55	658.49
PBID & Tax	(401.97)	(504.50)	(401.97)	(504.50)
Profit before Tax	(401.97)	(504.50)	(401.97)	(504.50)
Provision for Tax	0.00	0.00	0.00	0.00
Earlier Year Tax	0.00	0.00	0.00	0.00
Deferred Tax	(46.09)	(64.12)	(46.09)	(64.12)
Profit after Tax (PAT)	(355.88)	(440.38)	(355.88)	(440.38)
Other Comprehensive Income after tax	1.32	1.43	13.17	66.67
Total Comprehensive Income of the Year	(354.56)	(438.95)	(342.71)	(373.71)
Profit/(Loss) b/f from previous Yr.	0.00	0.00	0.00	0.00
Paid-up Equity Share Capital	37744.37	37744366.55	37744.37	37744.37
Other Equity	4541.73	4896.29	5384.27	5726.98

2. DIVIDEND

In view of the losses incurred by the Company, during the year under review, the Board of Directors of the Company has decided not to recommend any dividend.

3. CAPITAL STRUCTURE

There is no change in the issued, subscribed and paid-up equity share capital of the Company.

4. TRANSFER TO RESERVES

In view of the losses, no amount is being carried to the General Reserves.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

The Company did not undergo any change in the nature of its business during the fiscal 2024.

9. BUSINESS PERFORMANCE /FINANCIAL OVERVIEW

Your company is presently engaged in only one segment i.e.

IT Enabled Services comprising of:

Domain Registration & Web Hosting Services
VAS & IT enabled Services
Software Development

SignDomains™ is India's first ICANN Accredited domain registrar which offers on-line domain registration of top level domains (TLD) including .com .net .org .info .biz .in etc. to name a few. The Company has tied up with various top level TLDs and offer these TLDs to our clients through its network of over 500 Re-sellers as well as directly by the Company.

Your Company is catering to a client base of over 6500 clients, through its on-line presence and secure payment gateway. Sign Domains TM has several corporates, large portals, resellers and end-users as its clientele.

Your Company also offers web-hosting solutions on MPS dedicated servers located at server farms and data centers located in US. Presently your company is hosting around 250 websites which includes websites of corporates, individuals, corporations, firms, etc.

During the year under review, the company had generated revenue of Rs. 53.90 lacs, the breakup of which is as under:

	Rs. In Lakhs
Web-Hosting	4.07
Domain Registration	49.70
Commission on Promo Sales	0.14
Software Development	Nil
Telecom	Nil

SEGMENT WISE PERFORMANCE

Since the Company is presently engaged in only one segment; hence segment wise performance is not being provided.

There has been substantial decline in the business of the Company, which is mainly due to stiff competition both from the organized sector as well as unorganized sector, low margins, long credit periods, purchase of stock in cash and sale on credit; number of mobile applications for making long distance calls including video calls, various e-commerce sites which are providing similar / same services with lucrative schemes; etc. There is no business in other segments of the Company however, the company is exploring to venture into newer areas within the above segments to increase its revenues and consequently increase in the Stakeholders value. Your company is optimistic that the steps that it is taking will eventually yield better results in the times to come. Your company in the past had ventured into exporting mobile phones and had generated revenues during FY 2019-20, however due to COVID-19 pandemic and consequent lock down worldwide, the operations had to be stopped. We are yet to revive from the impact of COVID-19

Your Company is optimistic and expects to generate revenues in the times to come.

There are no material changes or commitments affecting the financial position of the Company between the end of the financial year and to the date of the report.

10. DETAILS OF SUBSIDIARY/ JOINT VENTURE/ASSOCIATE COMPANIES

Presently your company has three (3) wholly owned foreign subsidiaries namely, M/s. Axis Convergence Inc, incorporated in Mauritius; Greenwire Network Limited, a company incorporated under the laws of Hong Kong; and Opentech Thai Network Specialists Co. Ltd., incorporated under the laws of Thailand.

The main business of the subsidiary companies is sale & purchase of telecom services viz. International Voice minutes and promotional SMS pack. The work is online and the ground work is done by the agents / companies in their respective country. Earlier these subsidiaries were doing good business and were contributing to the consolidating income of the Company, however for the past 5-6 years the business of the subsidiaries have considerable declined and presently there is no business in these companies consequently these subsidiary Companies are not generating any revenues. The decline in the business of these subsidiaries is mainly due to the fact that the officials and/or Consultants and/or Auditors of the Company who were managing the affairs of the Companies/managing the books of accounts have left these companies without informing the respective Companies or to the Holding Company, consequently the Holding Company i.e., MPS Infotecnics Limited is not receiving the Audited Financial Statements of these Subsidiary Companies.

Though there has not been any material change in the nature of the business of the subsidiaries, yet during the year under review, these subsidiary companies have not contributed to the consolidated revenues of the company on account to various factors some of which have already been mentioned above.

In the last five AGM's held on 29th September, 2018, 30th September, 2019, 30th December, 2020 30th September, 2021 & 30th September, 2022, the members, on the recommendation of the Board of Directors, had approved dis-investment in these wholly owned subsidiaries as there is no business left in these subsidiaries and also your Company wanted to concentrate itself in its existing business. Your Company had deferred its decision to sell its stake as the market conditions were not conducive for such sale.

Your Company is also making efforts to revive the business Therefore, there is no provision on account of impairment in value of investment has made by the management. However the same is dependent upon realization of Assets of these subsidiaries.

The Board of Directors of your company regularly reviews the affairs of the subsidiaries. The performance and financial position of the subsidiaries included in the consolidated financial statement is provided in accordance with the provisions of section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014 and contains the salient features of the financial statement of the company's subsidiaries in **Form – AOC-1 in “Annexure - A”** to this report.

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS 110) issued by the “The Institute of Chartered Accountants of India” and shown the financial resources, assets, liabilities, income, profits and other details of your company and its subsidiaries as a single entity, after elimination of minority interest.

In accordance with section 136 of the Companies Act, 2013 Audited Financial Statements, including the consolidated financial statements and related information of the Company and provisional Accounts of each of its subsidiaries, are available on our website www.mpsinfotec.com. These documents will also be available for inspection till the date of the AGM during business hours at our registered office in New Delhi.

11. HUMAN RESOURCES

Human resources are the set of the people who make up the workforce of an organization, business sector, industry, or economy. As a technology-led design Company, we continue to focus on attracting and retaining top talent. Human resources play an important part of developing and making a company or organization at the beginning or making a success at the end, due to the labor provided by employees.

At MPS attracting, enabling and retaining talent have been the cornerstone of the Human Resource function and the results underscore the important role that human capital plays in critical strategic activities such as growth. Our goal has been to create an open and safe workplace where each and every employee feels empowered to contribute to the best of their abilities, irrespective of gender, sexual preferences or any other classification that has no bearing on the employee's work output.

Your Company is committed to providing a comprehensive employment experience to Associates with the flexibility to balance both professional and personal commitments. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership. Your Company invests substantially in employee engagement to motivate employees and encourage social communication and collaboration.

12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the Company has six Directors with an optimum combination of Executive and Non-Executive Directors including one women directors. The Board comprises of a Managing Director, who is promoter of the company also; two Non-independent non-executive director; and three Independent Directors.

During the year under review, the Board has appointed/re-appointed the following Directors and Key Managerial Personnel:

- Re-appointment of Mr. Peeyush Kumar Aggarwal (DIN:00090423) as a Managing Director of the company with effect from 3rd January, 2024.
- Appointment of Mr. Pankaj Chander (DIN: 00053351) as Non-Executive and Independent Director of the Company with effect from 28th September, 2023.
- Appointment of Mr. Ram Niwas Sharma (DIN: 08427985) as Non-Executive and Non-Independent Director of the Company with effect from 28th September, 2023.

In the opinion of the Board, the Director appointed during the year possesses requisite integrity, expertise, experience and proficiency.

A) RE-APPOINTMENT OF MR. PEEYUSH KUMAR AGGARWAL AS MANAGING DIRECTOR OF THE COMPANY

Mr. Peeyush Kumar Aggarwal (DIN: 00090423) was first appointed as a Managing Director in 29th Annual General Meeting of the Company w.e.f 3rd January, 2018 for a period of three years. He was re-appointed as Managing Director of the Company by the Shareholders in the 31st Annual General Meeting of the Company w.e.f 3rd January, 2021 for a period of three years. Mr. Peeyush Aggarwal's tenure as Managing Director of the Company expired on 3rd January 2024. The Board of Directors of the Company in its meeting held on 12th January 2024 upon the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Peeyush Kumar Aggarwal as Managing Director of the Company for a further period of 5 years commencing from 3rd January 2024. The Nomination and Remuneration Committee has recommended the name of Mr. Peeyush Aggarwal keeping in view his vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company. His appointment though is subject to the approval by the Shareholders of the Company at the ensuing Annual General Meeting, and,

Brief Profile of Mr. Peeyush Kumar Aggarwal, Managing Director of the Company who is proposed to be re-appointed is mentioned herein below:

Mr. Peeyush Kumar Aggarwal, Aged about 61 years, is a fellow member of the Institute of Chartered Accountants of India. He has extensive experience of over 3 decades in the field of Finance and Taxation; Corporate Laws; Project Management; strategic business planning etc. He is first generation Entrepreneur having a clear business vision. His business interests today are in the areas of Information Technology; Telecom; VAS; Animation and Gaming; Digital Cinema; Pharma; Real Estate; Construction & Hospitality; Garment Exports; and Broking (Shares, Commodities, Insurance).

The terms of reappointment of Mr. Peeyush Kumar Aggarwal as the Managing Director of the Company are as under:

Terms & Conditions of Re-Appointment:

a) Tenure:

Up to five years or as may be decided by the Board of Directors. His period of office shall be liable to determination by retire of directors by rotation.

b) Remuneration:

At present NIL for his tenure of Five years. However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Peeyush Kumar Aggarwal subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

c) Functions:

Mr. Peeyush Kumar Aggarwal shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

d) Sitting Fee:

No sitting fees shall be paid to Mr. Peeyush Kumar Aggarwal at present to attend the Board Meetings/Committee Meetings of the Directors.

e) Termination:

The appointment of Mr. Peeyush Kumar Aggarwal as Managing Director of the Company may be terminated by either party by giving to the other one month notice in writing.

If in future the Company decides to pay remuneration to Mr. Peeyush Kumar Aggarwal, as Managing Director of the Company, a fresh approval from the shareholders of the Company shall be obtained.

Mr. Peeyush Kumar Aggarwal holds 73,647,300 Shares constituting 1.95 % of the Paid up Share Capital of the Company.

Mr. Peeyush Kumar Aggarwal, Managing Director, holds Directorship in following other companies:

S.No.	Name of the Companies	Designation
1	MPS Pharmaa Limited	Managing Director
2	Interworld Digital Limited	Director
3	Onus Plantations and Agro Limited	Director
4	Nirvana Biosys Private Limited	Director
5	Prashant Softwares Private Limited	Director
6	MPS Exim Private Limited	Director
7	Omkam Inns Private Limited	Director
8	MPS Informatics Private Limited	Director
9	Advanta Buildwell Private Limited	Director
10	Omkam Infotel Private Limited	Director
11	Welcome Builders Private Limited	Director
12	Omkam Capital Markets Private Limited	Director
13	Omkam Developers Limited	Director
14	Ontime Cargo and Couriers Private Limited	Director
15	Omkam Global Capital Private Limited	Director
16	Polar Marmo Agglomerates Limited	Director

17	Plus Corporate Ventures Private Limited	Additional Director
18	Cristina Vinmay Private Limited	Director

Details of his Directorship and Committee membership in other listed and public limited companies are as follows:

S.No.	Directorship in other Listed and Public Companies	Committee Membership	Committee Chairmanship
1	Interworld Digital Limited	Audit Committee	NIL
		Nomination and Remuneration Committee	NIL
		Stakeholder Relationship Committee	NIL
		Risk Management Committee	NIL
		Investigation Committee	NIL
2.	MPS Pharmaa Limited	Audit Committee	NIL
		Stakeholder Relationship Committee	NIL
3	Onus Plantations And Agro Limited	NIL	NIL
4	Omkam Developers Limited	NIL	NIL
5	Polar Marmo Agglomerates Limited	NIL	NIL

Mr. Peeyush Kumar Aggarwal does not have any relationship with any of the existing directors and Key Managerial Personnel of the Company. Your Directors are of the view that the company would be immensely benefited by the expertise and guidance of Mr. Peeyush Kumar Aggarwal.

B) APPOINTMENT OF MR. PANKAJ CHANDER AS AN NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Pankaj Chander (DIN: 00053351) was appointed as an additional director of the Company (Non-Executive and Independent Director) in the Board meeting held on 28th September, 2023, subject to the approval of the members in the Annual General Meeting of the Company.

Brief profile of the Mr. Pankaj Chander Director of the Company who is proposed to be appointed is mentioned herein below:

Mr. Pankaj Chander is graduated in B.SC and a Fellow member of Institute of Chartered Accountants of India bearing Membership No. 089065. He has a vast experience of 25 years in his field.

He has strong conceptual base in finance & accounts, audit and other consultancy work related to diversified nature of organizations both in public and private sector in computerized and manual environment with a good knowledge of national as well as international accounting and auditing standards. Carried out various training program in accounts, auditing and financial management for the benefit of clients as well as own staff and active member of all study groups of Institute of Chartered Accountants of India and attended various study workshops organized by the Institute of Chartered Accountants of India on subjects like International Accounting and Auditing Standards, emerging new trends in the area of Internal Audit, etc., implementation of GAP Standards in Indian Corporate.

He has post qualification experience of 25 years in developing financial strategies for various government and non-government departments/ undertakings and projects in various sectors sponsored by bilateral/ multilateral agencies involving formulation of computerized auditing /accounting and financial management information systems and procedures, review of annual programs and budgets, financial and economic analysis of project, cost recovery methods, project benefit evaluation and monitoring, financial control, institutional strengthening, preparation of financial operating plans, resource mobilization of capital outlays and annual recurring costs, administration of charges, cost benefit analysis, financial procedures and review, taxation and tariff studies, recycling of finances, analysis of O & M costs, evaluation of financial capabilities of implementing agencies, etc.

Mr. Pankaj Chander (having DIN:00053351) does not have any relationship with any of the existing directors and Key Managerial Personnel and he does not hold any shares in the Company.

Details of his Directorship and Committee membership in listed and other public limited companies are as follows:-

S.NO.	Directorships in other listed and Public Limited Companies	Committee Membership/Chairmanship	
1	NMS Resources Global Limited	NIL	NIL
2	Sanco Industries Limited	Audit Committee-Member	NIL
3	NMS Industries Limited	NIL	NIL

Details of listed companies in which Mr. Pankaj Chander resigned in the past three years –Mr. Pankaj Chander was appointed as a Non-Executive and Independent Director w.e.f., 28th September, 2023 of the Company, subject to the consent of the Shareholders in the Annual General Meeting of the Company, however the Annual General Meeting of the Company could not be held even during the extended period of holding of Annual General Meeting, hence he ceased to be the Director of the Company. Further upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has again appointed Mr. Pankaj Chander (DIN: 00053351) as its Additional Director (Non-Executive & Independent) with effect from 14th May, 2024, subject to the approval of the members in the ensuing Annual General Meeting of the Company.

C) APPOINTMENT OF MR. RAM NIWAS SHARMA AS AN NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Ram Niwas Sharma (DIN: 08427985) was appointed as an additional director of the Company (Non-Executive and Non-Independent Director) in the Board meeting held on 28th September, 2023, subject to the approval of the members in the ensuing Annual General Meeting of the Company.

Brief profile of the Mr. Ram Niwas Sharma Director of the Company who is proposed to be re-appointed is mentioned herein below:

Mr. Ram Niwas Sharma has more than two decades of experience in the corporate sector at various levels including stock broking, marketing and general administration. Considering his vast and rich experience, the Board of Directors of the Company has appointed him as a Non-Executive Director of the Company.

Mr. Ram Niwas Sharma (having DIN: 08427985) does not have any relationship with any of the existing directors and Key Managerial Personnel and he does not hold any shares in the Company.

Details of his Directorship and Committee membership in listed and other public limited companies are as follows:-

S.NO.	Directorships in other listed and Public Limited Companies	Committee Membership/Chairmanship	
1	Onshore Shipping Limited	NIL	NIL
2	Heritage Corporate Services Limited	NIL	NIL
3	Radsun Technologies Limited	NIL	NIL
4	Eshoppers India Limited	NIL	NIL

Details of listed companies in which Mr. Ram Niwas Sharma resigned in the past three years – Mr. Ram Niwas Sharma (DIN:08427985P) has tendered their resignation due to their pre-occupation and other personal & business matters with effect from 29th June, 2023. Upon the recommendation of Nomination & Remuneration Committee, the Board of Directors of the MPS Infotecncs Limited has appointed Mr. Ram Niwas Sharma (DIN: 08427985) as its Additional Director (Non-Executive & Non- Independent) with effect from w.e.f., 28th September, 2023 of MPS Infotecncs Limited, subject to the consent of the Shareholders in the ensuing Annual General Meeting of the Company, however the Annual General Meeting of the Company could not be held even during the extended period of holding of Annual General Meeting, hence he ceased to be the Additional Director of the Company. Further upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the MPS Infotecncs Limited has again appointed Mr. Ram Niwas Sharma (DIN: 08427985) as its Additional Director (Non-Executive & Non- Independent) with effect from 14th May, 2024, subject to the approval of the members in the Annual General Meeting of the Company. Further, Mr. Ram Niwas Sharma tendered his resignation from his post w.e.f 12th August, 2024 due to his pre-occupation and other business matters.

D) RE-APPOINTMENT OF MR. SANTOSH PRADHAN AS AN INDEPNEDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company ('the Board') at the meeting held on 30th May, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), had re-appointed Mr. Santosh Pradhan (DIN: 00354664) as an Additional Director & an Independent Director of the Company. Pursuant to the provisions of Section 161 of Companies Act, 2013, Mr. Santosh Pradhan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

Brief Profile of Mr. Santosh Pradhan

Mr. Santosh Pradhan aged about 56 years is an undergraduate from Hindi Sahitya Sammelan. He has rich experience of over 30 years in General Administration. He is also a Director in Public Listed and Unlisted Companies as well as in private limited companies. He brings with him vast experience which would immensely benefit the Company in long term.

Mr. Santosh Pradhan does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Company has received from Mr. Santosh Pradhan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013 and (iii) a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 & Regulation 16 (1) (b) of the Listing Regulations, 2015.

Further Mr. Santosh Pradhan has submitted his DIR-3 KYC pursuant to Rule 12A of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Santosh Pradhan, Director, holds directorship and membership of the Committees of the Board of the under stated companies including MPS Infotecncs Limited in India:

RCC Cements Limited
Firstbiz Network Private Limited
E-Visesh.Com Limited
Ygb Technologies Private Limited
Powersoft Solution Private Limited
Transxs Telematics Private Limited
Harsimrat Investments Private Limited

Infotecnics India Limited
Patliputra International Ltd
Pranidhi Commerce Private Limited
Pendulum Reality Private Limited
Kinglest Realtors Private Limited
Marubhumi Dealer Pvt Ltd
Pyrus Realcon Private Limited

Committee Details

Mr. Santosh Pradhan is a Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of RCC Cements Ltd.

E) RESIGNATION/VACATION OF OFFICE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR

During the year under Review, Mr. Manoj Kumar Jain (DIN: 02573858), Non-Executive & Independent Director and Mr. Ram Niwas Sharma (DIN:08427985) has tendered their resignation due to their pre-occupation and other personal & business matters with effect from 29th June, 2023.

The Board of Directors placed on records its appreciation for the services rendered by them.

Further the members of the Board also took note of the continued absence, without any information and intimation, of Mr. Vishal Anand, Chief Executive Officer of the Company, from his duties despite being advised to report for duty and therefore the Board unanimously terminated the services of Mr. Vishal Anand from the position of Chief Executive Officer of the Company with effect from 29th June, 2023.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company. No sitting fees, commission has been paid by the company to the Non-executive Director of the Company except reimbursement of expenses incurred by them.

Pursuant to the provisions of Section 149 of the Companies Act, the Independent Director have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024 are: Mr. Peeyush Kumar Aggarwal- Managing Director, Mr. Sanjay Sharma - Chief Financial Officer and Mrs. Garima Singh - Company Secretary.

F) DIRECTORS LIABLE TO RETIRE BY ROTATION

As per the provisions of the Companies Act, 2013, Mr. Rachit Garg (DIN: 07574194) the non-executive and non-independent director, whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Mr. Rachit Garg's re-appointment is being recommended by the nomination and remuneration committee based on performance evaluation conducted by the Board of Directors.

In accordance with the provisions of the Act, not less than 2/3rd (Two-third) of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, pursuant to the Act read with Articles of Association of your Company, Mr. Rachit Garg (DIN: 07574194) is liable to retire by rotation and, being eligible, offers himself for re-appointment. Mr. Rachit Garg does not have any relationship with any of the existing directors and Key Managerial Personnel.

Brief profile of the Mr. Rachit Garg Director of the Company who is proposed to be re-appointed is mentioned herein below:

Mr. Rachit Garg is an MBA Finance & Marketing from UP Technical University, Meerut apart from being a Commerce Graduate from Chaudhary Charan Singh University, Meerut. He has a rich experience of over 9 years in Accounts & Finance. He had earlier worked with Geiper Consulting Pvt. Ltd. in the Accounts & Finance Department and he specializes in marketing of financial products.

Apart from MPS Infotecnics Limited Mr. Rachit Garg holds Directorship and Membership of the Committees of the following public limited companies:

S.No.	Directorships in other listed and Public Limited Companies	Directorship	Committee Membership/ Chairmanship
1	Onus Plantations and Agro Limited	Director	NIL
2	Onshore Shipping Limited	Director	NIL
3	Eshoppers India Limited	Director	NIL
4	B.P. Capital Limited	Director	NIL
5	Saturn Infocom Limited	Director	NIL

Details of listed entities in which Mr. Rachit Garg (DIN:07574194) resigned in the past three years-NIL

G) DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have submitted the requisite declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16 and 25(8) of the SEBI Listing Regulations, as amended. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

They have further confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management. Further, the Independent Directors have also submitted their declaration in compliance with the provision of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandated the inclusion of an Independent Director's name in the data bank of the Indian Institute of Corporate Affairs ('IICA') for a period of one year or five years or life time till they continue to hold the office of an independent director.

In the opinion of the Board, all the Independent Directors have integrity, expertise and experience.

H) FORMAL ANNUAL EVALUATION

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non –Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

13. COMMITTEES OF THE BOARD

As on March 31, 2024, the Board had five committees namely: The Audit Committee, The Nomination & Remuneration Committee, The Stakeholders' Relationship Committee, The Corporate Social Responsibility and The Risk Management Committee. A majority of the committees consists entirely of independent directors.

During the year, all recommendations made by the committees were approved by the Board. A detailed note on the composition of the Board and its committees is provided in the **Corporate Governance Report**.

14. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

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

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. In a separate meeting of Independent Directors, performance of Non-Independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

Pursuant to Schedule IV to the Act and SEBI Listing Regulations one meeting of Independent Directors was held during the year i.e. on 15th May, 2024 without the attendance of non-independent Directors and members of Management.

15. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, pursuant to the provisions of section 143 (12) of the Companies Act, 2013, instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the **Board Report's**.

16. MANAGERIAL REMUNERATION

The statement containing particulars of employees as required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to all the members of the Company and others entitled thereto, excluding the aforesaid information. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company. The said information shall also be made available for inspection at the registered office of the Company during working hours.

17. BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, at http://www.mpsinfotec.com/investors_zone.

18. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

Your Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Act, as is adopted by the Board. The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

Your Company has adopted a comprehensive policy on nomination and remuneration of Directors and Key Managerial Personnel on the Board. As per such policy, candidates proposed to be appointed as Directors and Key Managerial Personnel on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The policy can be accessed at http://www.mpsinfotec.com/investors_zone.

None of the directors of the Company received any remuneration or commission from Subsidiary Companies of your Company.

19. ANNUAL RETURN

In accordance with the Companies Act, 2013, as amended, the Annual Return in the prescribed format is available on the Company's website at <https://www.mpsinfotec.com/annually.html>.

19. BOARD & COMMITTEE MEETING

The board met 8 times during the financial year 2023-24, the details of which are given in the *Corporate Governance Report* that forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The details pertaining to the composition of the Board and that of its committees and such other details as required to be provided under Companies Act, 2013 are included in the *Corporate Governance Report*, which form part of Annual report.

20. MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company met on May 15, 2023 and evaluated and reviewed the performance of non-independent directors, the Board as a whole and the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed. The Independent Directors in their separate meeting also assessed 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.

From time to time familiarization program are arranged by the Company for Independent Directors with regard to their roles, rights, responsibilities with the Company, the nature of the industry in which the Company operates and business model of the Company and as and when the familiarization program are conducted the same are displayed under Investors Zone on the company's website www.mpsinfotec.com.

21. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

There are no material changes affecting the Financial Position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statement relate and the date of the Report same & except as mentioned at point no. 22 titled as "**details of significant and material order passed by the regulator or courts or tribunals impacting the going concern status and the company's operations in future.**"

22. DETAILS OF SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATOR OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

Though there are no significant and material orders passed by the Regulator or courts or Tribunals impacting the going concern status and the Company's operations in future, yet in order to provide a true, fair and correct picture of the company, Your Company is providing below in brief litigations in which your company is involved, which may have an adverse impact on the company:

- (A) SEBI had investigated the GDR issue of the Company and vide SEBI (WTM's) order dated 6th March, 2020 inter-alia, had directed that-(a) Company shall continue to pursue the measures to bring back the outstanding amount of \$6.90, million into its bank account in India; Company is restrained 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 orders, for an additional period of two years from the date of bringing back the money. Further stated SEBI Adjudication officer vide its order dated 27.11.2020 had imposed a penalty of Rs. 10,00,00,000/- on the Company. The Company is also in receipt of recovery Certificate from SEBI and consequent thereon the SEBI has frozen the bank accounts of the Company from April, 2021. The Company has filed an appeal before the Hon'ble Securities Appellate Tribunal, against the orders dated 06/03/2020 and 27/11/2020 and the same was finally heard by the Appellate Tribunal on 15.09.2023. The Hon'ble Appellate Tribunal while dismissing the appeals vide order dated 27th September 2023 reduced the penalty from Rs. 10,00,00,000/- to Rs. 25,00,000/-. Against the orders of the Appellate Tribunal, the company preferred a Review

Petition which was also dismissed vide order dated 8th December 2023. Against the orders of the Appellate Tribunal the Company has filed Special Leave Petition (SLP) vide Diary No. 11017 before the Hon'ble Supreme Court of India. The Hon'ble Apex Court after hearing has dismissed the appeal vide order dated 16th April 2024. The company, upon the advice of Legal Experts, is in the process of filing a review petition before the Hon'ble Supreme Court of India. In terms of the order dated 27th September 2023 and 8th December 2023 passed by the Hon'ble Securities Appellate Tribunal, the company has to pay the penalty of Rs. 25,00,000/- along with interest @ 12% p.a. from 27th November 2020.

- (B) Your Company had increased its Authorized Share Capital during the Financial Year 2010-11 to 2012-13 however, due to losses suffered by the company and also because of change in the global circumstances and financial constraints suffered by the Company in business, the requisite e-form 5 (Form SH-7) in respect of increase in Authorized Capital could not be filed and paid. Meanwhile the schedule of fees was increased as per the Companies Act, 2013. However, the Authorized Share Capital was increased prior to the applicability of Companies Act, 2013. The company has filed a Writ Petition bearing No. WP(C) 5199 of 2015 before the Hon'ble High Court of Delhi challenging the applicability of provisions prescribed under Para 3 of Table B under Companies (Registration Offices and Fees) Rules 2014. The said Writ Petition was dismissed vide order dated 15th January 2019. Aggrieved by the Orders of Hon'ble Delhi High Court, the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide order dated 07.11.2023 has dismissed the said SLP. Now the company has to pay the Fees and additional fees as per the provisions of Companies Act, 2013.
- (C) Default in payment of Annual Listing Fees for the F.Y. 2022-23, 2023-24 and 2024-25 to the Stock Exchanges, due to which Promoters D-mat Accounts has been freezed for Debit, Trading in the shares of the Company is restricted. Delay in payment of Annual Listing Fees to the exchange attracts interest [18% interest will be charges by NSE and 12% interest will be charged by BSE].
- (D) Default in payment of Annual Custodial Charges and E-voting charges for the F.Y. 2022-23 & 2023-24 depositories (CDSL & NSDL) due to which Depositories have blocked the access to the BenPos Data to the Company's RTA. Delayed payment of Depositories fees attracts interest @ 12% p.a. Your Company has raised disputes with regard to excessive charges being charged by the Depositories and your company is in the process of initiating appropriate legal action against the Depositories before appropriate forum as advised by the Company's Legal and Corporate Laws Experts.
- (E) Non-Submission of Shareholding Pattern for Quarter ended September 30, 2023, December 31, 2023, March 31, 2024 and June 30, 2024 due to non-availability of Shareholders Data as Data has been blocked by the depositories due to non-payment of Annual Custodial Charges to the Depositories. The Company has disputed the charges being excessive and has made representations, however, the depositories have not responded to the same. SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020,.
- (F) Non-submission of Annual Report for the F.Y ended 2022-23. The Company has not submitted audited Annual Report for the F.Y. ended 2022-23 since Audited Financial Statement for FY 2022-23 has not been adopted and no annual general meeting of the company has been held. The Company could hold its Annual General Meeting consequently Annual Report for the FY 2022-23 could not be adopted and submitted with the Stock Exchanges. The Depositories has blocked the BenPos of the Company for non-payment of Annual Custodial Charges consequently notice convening Annual general Meeting could not be sent in terms of the provisions of the Companies Act, 2013 and the Listing Regulations. Since AGM could not be convened, the Annual Report for FY 2022-23 could not be approved / adopted by the Share Holders, hence, Annual Report for FY 2022-23 could not be submitted with the Stock Exchanges. The Company has disputed the charges being excessive and have made representations, however, the depositories have not responded to the same. As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, non-compliance with the provisions of regulation 34 of the Listing Regulations attracts fine of Rs. 2,000/- per day.

23. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s Sanghi & Co. as Internal Auditor for the financial year 2023-24.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's Policies. These controls have been designed to provide a reasonable assurance over effectiveness and efficiency of operations, prevention and detection of frauds and errors, safeguarding assets from unauthorized use or losses, compliance with applicable laws and regulations, accuracy and completeness of the accounting records, timely preparation of reliable Financial Information. For more details, refer to the 'Internal Control Systems and their Adequacy' section in the *Management's Discussion and Analysis*, which forms part of this Annual Report.

24. AUDITORS

A. Statutory Auditor

There is no change in the Statutory Auditors of the Company. M/s. Nemani Garg Agarwal & Co., (Chartered Accountants) Firm Registration No. 01019N continues to remain the Statutory Auditors of the Company

Statutory Auditors' Report:

The observations made in the Auditors' Report are as under:

- 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 E and F (Schedule to the accounts) and applying Ind AS 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. **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 accounting policies G and I (Schedule to the accounts) applying 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 above.
- IV. **Other non-current assets include other loans and advances of Rs. 229.09 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 in terms of the Companies Act, 2013 has become due and payable. However the management has not provided the increased liability of ROC fees, however, the Company has made provision of Rs. 7.32 Cr upto 31.03.2023 and Rs. 0.49 Crores for FY 2023-24. The Provision of the extent of Rs. 7.81 crores are appearing under "Current Liabilities" in Financial statements. The losses and provisions are understated to the extent of differential final liability in 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.
- VII. The Company has considered Sundry debtors of Rs. 1660.64 lac due for more 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 process has not been followed. We therefore are unable to comment to the extent 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 16.04.2024 dismissed the said Appeal. Against the said order the management of the Company on the advice of legal expert is filing a Review Petition before the Hon'ble Apex Court. The Company has not paid the penalty amount of Rs. 25.00 lacs, as of the date of the Audit Report, however necessary provision has been made in the books which appear under the head "Current Liabilities".
- IX. Listing Fees for FY 2022-23 & 2023-24 to NSE & BSE amounting to Rs.11.00 Lacs & Rs. 9.57 lacs respectively outstanding due to which the demat accounts of promoters have been frozen by the Exchanges; 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.
- 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 attracts interest @12% p.a. The Company has disputed the charges being charged by the Depositories hence no provision towards Annual Custodial Charges has been made in the books of account w.r.t Custodial Charges payable to CDSL hence losses of the Company to the extent of Rs. 60.77 lacs, are under stated.
- XI. Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December, 2023 (the extended time) has not been 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. Consequently, the Audited Financial Statements of the Company for the FY 2022-23 are not adopted by Shareholders of the Company till the date of the Audit Report for the FY 2023-24.
- XII. Consequently Shareholding Pattern for the Quarter Ended 30.09.2023, 31.12.2023 & 31.03.2024 pursuant to the provisions of Reg. 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has not been filed which has led to the imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed.
- XII. The Company has not submitted an Annual Report to the Stock Exchanges pursuant to the provisions of Reg. 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consequently the Stock Exchange has imposed a fine of Rs.2,64,320/- including GST @ 18%) each upto 31.03.2024 which has not been provided in the Books of Accounts.

The Auditors 'opinion is not modified in respect of the above stated matters.

Observations made by the Statutory Auditors in their report on the consolidated financial statements:

1. The following items shown as Intangible Assets / Inventories, no provision for impairment of assets has been made in accordance with Ind AS 36 -
 - (a) **Intangible Assets under development** (Capital Work-in-progress) (software development) Rs. 56.44 Cr.;
 - (b) **Software rights** Rs. 9.91 Cr.; and

(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.

2. **Assets of subsidiaries** – Rs. 18.54 cr;

Though Company has no subsidiaries in India; the consolidated statements include those of 3 subsidiaries in Mauritius, Hong Kong and Thailand. There have been no operations in these overseas subsidiaries since the last few years, nor is there updated information in respect thereof.

The consolidated financial statements as of 31st March 2024 include the following, pertaining to the 3 subsidiaries:

- (a) Total assets of -Rs.18.54 Cr. which are not material to the Group
- (b) Total revenue of -Nil .
- (c) Net cash inflows of – NIL for the year ended on that date.

The consolidated statements also include the holding company's share of net loss (and other comprehensive income) of NIL for the year under review.

No audit of the subsidiaries has been done either by us or by a local audit Firm; such unaudited financial statements and information have been 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.

3. **Goodwill (Investment in subsidiaries) aggregating to Rs. 61.69 Cr.**

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

There is also uncertainty in the realization of receivables of these subsidiaries, aggregating to Rs. 16.49 Cr. In the absence of balance confirmation, we are unable to comment on the same and its impact on profit and loss account, reserves and surplus is not ascertained.

4. **Disputed bank balance in overseas Bank Rs. 34.79 Cr.**

The Holding 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 above.

5. Other non-current assets include other loans and advances of Rs. 222.18 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.

6. **The Holding 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 in terms of the Companies Act, 2013 has become due and payable. However the management has not provided the increased liability of ROC fees, however, the Company has made provision of Rs. 7.32 Cr upto 31.03.2023 and Rs. 0.49 Crores for FY 2023-24. The Provision of the extent of Rs. 7.81 crores are appearing under "Current Liabilities" in Financial statements. The losses and provisions are understated to the extent of differential final liability in Financial Statements.

7. Income Tax for the Assessment year 2013-14 amounting to Rs. 20.80 lacs and interest thereon is still payable by Holding Company although principal liability has been provided in the books of Accounts.

8. The Company has considered sundry debtors in consolidated balance sheet aggregates to Rs. 3484.73 lacs which are 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.

9. SEBI investigated the GDR issue of the Holding 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 16.04.2024 dismissed the said Appeal. Against the said order the management of the Company on the advice of legal expert is filing a Review Petition before the Hon'ble Apex Court. The Company has not paid the penalty amount of Rs. 25.00 lacs, as of the date of the Audit Report, however necessary provision has been made in the books which appear under the head "Current Liabilities".

10. Listing Fees for FY 2022-23 & 2023-24 to NSE & BSE amounting to Rs.11.00 Lacs & Rs. 9.57 lacs respectively outstanding due to which the demat accounts of promoters have been frozen by the Exchanges; 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.

11. 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 attracts interest @12% p.a. The Company has disputed the charges being charged by the Depositories hence no provision towards Annual Custodial Charges has been made in the books of account w.r.t Custodial Charges payable to CDSL hence losses of the Company to the extent of Rs. 60.77 lacs, are under stated.
12. Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December, 2023 (the extended time) has not been 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. Consequently, the Audited Financial Statements of the Company for the FY 2022-23 are not adopted by Shareholders of the Company till the date of the Audit Report for the FY 2023-24.
13. Consequently Shareholding Pattern for the Quarter Ended 30.09.2023, 31.12.2023 & 31.03.2024 pursuant to the provisions of Reg. 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has not been filed which has led to the imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed.
14. The Company has not submitted an Annual Report to the Stock Exchanges pursuant to the provisions of Reg. 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consequently the Stock Exchange has imposed a fine of Rs.2,64,320/- including GST @ 18% each upto 31.03.2024 which has not been provided in the Books of Accounts.

The Auditors 'opinion is not modified in respect of the above stated matters.

Report of the Statutory Auditor is annexed with the Annual Report, however, as regards qualifications made by the Auditors' in their report Standalone and Consolidated your directors stated as under:

Audit Qualification I (a) to (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.;

Audit Qualification 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.

Audit Qualification III - The company has filed a civil suit bearing No. 2446/12.TVLSB 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.

Audit Qualification 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.

Audit Qualification V - The Company has, upon dismissal of SLP by the Hon'ble Supreme Court, has again made representation with the Ministry of Corporate Affairs for waiver of Additional Fees and to allow us to pay Fees in terms of provisions contained in the Companies Act, 1956. The Company is still awaiting response from the Ministry of Corporate Affairs. In the meantime the Company has also requested its Promoters to pay the fees on behalf of the company to Ministry of Corporate Affairs. The company has already made provisions in its books of accounts.

Audit Qualification 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.

Audit Qualification VII- The Company has considered sundry debtors of Rs. 1661.94 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.

Audit Qualification VIII- The Company is in the process of filing Review Petition before the Hon'ble Supreme Court of India. Further the Company is transacting its business through short term borrowings from the Promoters. Penalty, if any, would be paid once the review petition filed by the company has been decided by the Hon'ble Supreme Court. 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.

Audit Qualification 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.

Audit Qualification 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 is also in the process of filing appropriate legal case against SEBI and the Depositories. The Company has also made representations with the Depositories for certain waivers; the response from the Depositories is awaited. Since the Company has disputed the said liability, and the legal experts are of the opinion that we have a strong case against the Depositories hence no provision has been made.

Audit Qualification 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 and 31/03/2024 could not be submitted with the Stock Exchanges. Representation has been made with the stock exchanges for waiver of the penalty.

Board of Directors comments on the qualified report submitted by the Statutory Auditors on the Consolidated Financial Statements is as under:

Audit Qualification 1 (a) to (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;

Audit Qualification 2&3 - 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.

Audit Qualification 4-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.

Audit Qualification 5-- 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.

Audit Qualification 6- The Company has, upon dismissal of SLP by the Hon'ble Supreme Court, is in the discussion with the legal experts w.r.t the verdict passed by the Hon'ble Supreme Court of India in the matter of fees payable to ROC . The Company intends to take appropriate action as per the advice received from the legal experts.

Audit Qualification 7- 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.

Audit Qualification 8- The Company has considered sundry debtors of Rs. 3474.85 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.

Audit Qualification 9- The Company is in the process of filing Review Petition before the Hon'ble Supreme Court of India. Further the Company is transacting its business through short term borrowings from the Promoters. Penalty, if any, would be paid once the review petition filed by the company has been decided by the Hon'ble Supreme Court. The Penalty of Rs. 25.00 lac has been provided in the books of accounts.

Audit Qualification 10-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

Audit Qualification 11- 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 is also in the process of filing appropriate legal case against SEBI and the Depositories. The Company has also made representations with the Depositories for certain waivers; the response from the Depositories is awaited. Since the Company has disputed the said liability, and the legal experts are of the opinion that we have a strong case against the Depositories hence no provision has been made.

Audit Qualification 12-(12,13 & 14) 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 and 31/03/2024 could not be submitted with the Stock Exchanges. Representation has been made with the stock exchanges for waiver of the penalty.

B. Secretarial Auditor

As required under Section 204 of the Companies Act, 2013 and Rules there under, the Board has appointed M/s. Kundan Agrawal & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the FY 2023-24.

Secretarial Audit Report

SEBI Vide its circular bearing no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 mandated that all listed entities in addition to Secretarial Audit, on an annual basis, require a check by the PCS on compliance of all applicable SEBI Regulations and circulars/ guidelines issued there under:

In compliance with the said circular, M/s. Kundan Agarwal & Associates, Company Secretaries, the secretarial auditors of the Company to examine the compliance of all applicable SEBI Regulations and circulars / guidelines and provide their report. The Secretarial Auditors vide their report dated 11th July, 2023, have reported that your company has maintained proper records under the provisions of SEBI Regulations and Circulars / Guidelines issued there under.

The Secretarial Audit Report is provided as "**Annexure-C**". There are observations, qualifications, reservation or adverse remark or disclaimer made in the Secretarial Audit Report which is enumerated hereunder:

- (a) Penalty of Rs.10,00,00,000/- (Rupees Ten Crore Only) is imposed on the Company through an order dated 27.11.2020 in the matter of GDR issue of the Company under the provisions of Section 15 HA of the SEBI Act, 1992 and Section 23E of SCRA, 1956 for violation of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d),4(1),4(2) (f), (k) and (r) of SEBI (prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003, Section 21 of SCRA, 1956 read with clause 32, 36(7) and 50 of the listing agreement. The Management of the Company has informed that against the orders passed by SEBI, an appeal before Hon'ble Securities Appellate Tribunal has been filed by the Company which has been decided and the Company is in the process of filing Special Leave Petition before the Hon'ble Supreme Court of India.

- (b) The Company has increased its Authorized Capital from Rs. 52.45 Crores to Rs. 377.50 crores during the period of FY-2010-11 to FY 2012-13, respectively against which ROC fees of Rs. 6.84 crores (fees calculated as per Companies Act, 1956) stands payable, under the head "Other Current Liabilities" in the financial statements of the period under review.
- (c) SEBI has 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 via its order dated 06th March 2020. The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is still pending before the adjudication.
- (d) Company is required to have a more versed system for circulating notice of meetings along with agenda and notes to agenda, draft minutes to the directors and submitting the same to stock exchanges when and as required.
- (e) The Company has three Foreign Subsidiaries. However, the company is not regular in complying with RBI Directives issued in this regard as well as FEMA.

C. Internal Auditor

Pursuant to the provision of the Companies Act, 2013, and Rules framed thereunder, the Board of Directors on the recommendation of the Audit Committee had appointed M/s. Sanghi & Co., Chartered Accountants as the Internal Auditor of the company for the FY 2023-24.

25. PARTICULARS OF EMPLOYEES

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 102 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 8.50 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

The information under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2023-24 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2023-24	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Peeyush Kumar Aggarwal, Managing Director	NIL	NIL	NIL	
2	Mrs. Madhu Sharma, Non-Executive & Independent Director	Not Applicable	Not Applicable	Not Applicable	
3	Mr. Santosh Pradhan, Non-Executive & Independent Director	Not Applicable	Not Applicable	Not Applicable	
4	Mr. Pankaj Chander, Non-Executive & Independent Director	Not Applicable	Not Applicable	Not Applicable	
5	Mr. Rachit Garg, Non-Executive & Non-Independent Director	NIL	NIL	NIL	
6	Mr. Ram Niwas Sharma, Non-Executive & Non-Independent Director	NIL	NIL	NIL	
7	Mr. Vishal Anand, Chief Executive Officer	0	NIL	Not Applicable	
8	Mr. Sanjay Sharma, Chief Finance Officer	Rs.7.82 lacs	NIL	Not Applicable	Loss for the financial year 2023-24 is Rs. 355.88 Lacs as compare to loss of Rs. 440.38 Lacs for the financial year 2022-23.
9	Mrs. Garima Singh, Company Secretary	Rs.3.48 lacs	NIL	Not Applicable	Loss for the financial year 2023-24 is Rs. 355.88 Lacs as compare to loss of Rs. 440.38 Lacs for the financial year 2022-23.

No sitting fee was paid to any of the Directors for attending Board Meeting/Committee Meetings.

During the year under review, none of the Directors of the Company has received remuneration from the Company.

The Nomination and Remuneration Committee of the Company has affirmed in its meeting held on 12/01/2023 that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.

26. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at <http://www.mpsinfotec.com/investorszone>. The Policy intends to ensure that proper reporting approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All related party transactions are placed before the Audit Committee and also the Board for approval, as per applicable provisions of law.

Further, during the year, your Company has entered into contract or arrangement or transaction with the Related Parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions and as per the SEBI Listing Regulations. These transactions are in the ordinary course of business and are on arm's length basis.

Except Mr. Peeyush Kumar Aggarwal, M/s. E-visesh.com Limited, M/s. Omkam Developers Limited and M/s Omkam Global Capital Markets Private Limited, none of the Directors have any material pecuniary relationships or transactions with the Company except to the extent of their shareholding.

Pursuant to Section 134 (3)(h) of the Companies Act, 2013 and Rules made there under, particulars of transactions with related parties as required under section 188(1) of the Companies Act, 2013, in the prescribed **Form AOC-2** is annexed herewith as "**Annexure-B.**"

27. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards i.e., Secretarial Standard-1 (SS-1) on 'Meeting of the Board of Directors' and Secretarial Standard-2 (SS-2) on 'General Meeting' issued by the Institute of Company Secretaries of India (ICSI) Meeting' and both the Secretarial Standards have been approved by the Central Government under section 118(10) of the Act.

28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

29. CORPORATE GOVERNANCE

Your Company believes that executing strategy effectively and generating shareholder value over the long term requires high standards of corporate governance.

To ensure good corporate governance, your Company ensures that its governance framework incorporates the amendments introduced in the SEBI Listing Regulations from time to time and the same are complied with on or before the effective date.

At MPS, the Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long term shareholder value and respect minority rights in all our business decisions. Our **Corporate governance report** together with a Certificate from the Statutory Auditors of the Company regarding Compliance of conditions of Corporate Governance as stipulated under Listing Regulations for fiscal 2023-24 forms part of this Annual Report.

A separate "Report on Corporate Governance" together with requisite certificate obtained from Statutory Auditors of the Company, confirming compliance with the provisions of Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

30. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a) in the preparation of annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies are consistently applied and reasonable, made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors 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;
- d) the Directors have prepared the annual accounts on a 'going concern basis';
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Regulations, 2015 forms part of this Annual Report.

32. COST RECORDS

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act 2013 are not applicable for the business activities of the Company.

33. RISK MANAGEMENT POLICY

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

34. VIGIL MECHANISM

Your Company has established a “Whistle Blower Policy” and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behaviour actual or suspected, fraud or violation of the Company’s code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed t=at the website of the Company under head “Investors Zone” in the tab Policies at the link: https://www.mpsinfotec.com/investors_zone.html. None of the personnel has been denied access to the Audit Committee

35. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, at the year end and maximum outstanding amount thereof during the year as required under Para A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

36. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of Companies Act, 2013, the Company has constituted a CSR Committee and also in line with requirement CSR Policy is formed by the Company the details of which are available on the website of the Company (URL: [www.mpsinfotec.com/investors zone](http://www.mpsinfotec.com/investors_zone)). Due to inadequacy of profit the Company had not contribute any amount towards CSR activities as required under the CSR Rules, 2014.

The Corporate Social Responsibility Committee of the Company has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company’s website at the link: [https://www.mpsinfotec.com/investors zone](https://www.mpsinfotec.com/investors_zone).

The company’s CSR Policy intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprint.
- Embrace responsibility for the Company’s actions and encourage a positive impact through its activities on hunger, poverty, malnutrition, environment, communities, stakeholders and the society.

The Composition of the CSR Committee during the Financial Year 2023-24 is:

Mr. Peeyush Kumar Aggarwal	Managing Director and Promoter and Chairman of the Committee.
Mr. Manoj Kumar Jain	Independent Director and Member of the Committee.
Mrs. Madhu Sharma	Independent Director and Member of the Committee.
Mr. Santosh Pradhan	Independent Director and Member of the Committee.

*Mr. Manoj Kumar Jain (DIN: 018847852) has tendered his resignation from the post of the Non-Executive & Independent Director of the Company w.e.f 29th June, 2023.

** Mr. Santosh Pradhan (DIN: 00354664) is appointed as an Corporate Social Responsibility member with effect from 29th June, 2023.

Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): The average net profits for preceding 3 financial years are in negative, therefore no amount that is required to be spent by the Company as CSR expenditure.

Details of CSR spent or unspent during the financial year:

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Act		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
NIL	NIL		NIL		

Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5) – **Not Applicable**

37. DISCLOSURE REQUIREMENT

As per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, corporate governance report with auditors' certification thereon and management discussion and analysis are attached and forms part of this report.

Details of familiarization programme of the independent directors are available on the website of the Company (URL: https://www.mpsinfotec.com/investors_zone.html).

Amended Policy on dealing with related party transactions is available on the website of the Company (URL: https://www.mpsinfotec.com/investors_zone.html).

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the revised Regulation 22 of the listing agreements with Stock Exchanges. (URL: https://www.mpsinfotec.com/investors_zone.html.)

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report. The remuneration policy is also available on the company's website. (URL: https://www.mpsinfotec.com/investors_zone.html.)

38. PUBLIC DEPOSITS

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under:

S. No	Particulars	Amount *Rs. / Remarks
(a)	Accepted during the year	Nil
(b)	Remained unpaid or unclaimed as at the end of the year	Nil
I	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	N.A since the company has not accepted any deposits
	(i) at the beginning of the year	Nil
	(ii) maximum during the year	Nil
	(iii) at the end of the year	Nil

39. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Your Company is mainly engaged in the business of IT and IT enabled services, providing solutions to the customers. The operations of your Company are accordingly not energy intensive. However, adequate measures are taken to conserve energy and ensure its optimum consumption by using and purchasing energy-efficient equipment's. Your Company is committed to follow a high standard of environmental protection and provision of a safe and healthy work place for our people, customers and visitors. As energy costs comprise a very small part of our total expenses, the financial impact of these measures is not material. The company has not imported any technology during the year under review.

40. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 Annual Return of the Company as at 31st March, 2024, shall be placed on the website of the Company at <https://www.mpsinfotec.com/annually.html>.

41. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of foreign exchange earnings and outgo are as follows:

Particulars	Rs. In hundreds	
	Year ended 31.03.2024	Year ended 31.03.2023
Foreign exchange earnings	NIL	NIL
Foreign exchange Outgo	4987.04	290.09

42. DETAILS OF THE DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE A THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF;

There was no one time settlement made with the Banks or Financial Institutions during the Financial Year 2023-24 and accordingly no question arises for any difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from Banks or Financial Institutions during the year under review.

43. ACKNOWLEDGEMENTS

The Board of Directors acknowledges their deep appreciation to our customers, vendors, Financial Institutions, Business Associates, Bankers and all other Stakeholders for their continued co-operation and support to the Company.

The Board places its special appreciation and values the trust reposed and faith shown by every shareholder of the Company.

The Board places on record its deep appreciation for the cooperation extended by Auditors of the Company. Further, the Board wishes to record its deep gratitude to all the members of MPS family for their whole hearted support. The Board is also confident that the employees will continue to contribute their best in the year to come.

**For and on Behalf of the Board of Directors
MPS Infotecnics Limited**

**Peeyush Kumar Aggarwal
Managing Director
DIN: 00090423**

**Rachit Garg
Director
DIN: 07574194**

**Place: New Delhi
Date: 30/05/2024**

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Overview

India's economy continued to demonstrate resilience and sustained momentum during FY 2023–24, retaining its position as one of the fastest-growing major economies globally. As per estimates released by the National Statistical Office (NSO), the country recorded strong GDP growth, supported by robust domestic demand, continued government capital expenditure, and steady performance across key sectors. Despite persistent global challenges such as geopolitical tensions, elevated interest rates, and inflationary pressures, India's prudent fiscal and monetary policies, along with ongoing structural reforms and rapid digitalization, enabled it to maintain macroeconomic stability and growth.

The global economy in FY 2023–24 remained relatively subdued, impacted by tightening financial conditions, ongoing geopolitical conflicts, and uneven recovery across regions. However, India's economy remained relatively resilient, underpinned by strong fundamentals, a stable banking system, and continued policy support.

The Information Technology (IT) sector continued to be a key driver of India's economic progress, although growth moderated compared to the previous year due to cautious technology spending by global clients. Nevertheless, demand for digital transformation, cloud computing, artificial intelligence, cybersecurity, and data analytics remained strong over the medium to long term. Indian IT companies continued to focus on innovation, cost optimization, and expanding their global capabilities to address evolving client requirements.

India's digital economy maintained its upward trajectory, supported by increasing internet penetration, widespread adoption of digital payments, and government initiatives such as Digital India. The electronics manufacturing and IT-enabled services sectors also continued to benefit from supportive policy measures, including 100% Foreign Direct Investment (FDI) under the automatic route and production-linked incentive (PLI) schemes.

Overall, the IT industry remained resilient in FY 2023–24, adapting to near-term uncertainties while positioning itself for long-term growth. With continued investments in emerging technologies such as 5G, artificial intelligence, and automation, the sector is expected to remain a key enabler of innovation, productivity, and economic expansion in India.

Company Overview

During FY 2023–24, MPS continued to operate in a dynamic and challenging business environment characterized by global economic uncertainties, inflationary pressures, and evolving technology trends. While macroeconomic conditions showed gradual stabilization compared to the previous year, the business landscape remained competitive and demanding. Despite these challenges, the Company remained committed to its core objective of delivering innovative, user-friendly technology and information management solutions that effectively address customer requirements and support their long-term growth. MPS is engaged in the domains of IT Solutions & Products, IT Enabled Services, and the Telecommunication sector. During the year under review, the Company's revenue continued to be primarily driven by its IT Enabled Services segment, which demonstrated relative stability. However, the IT Solutions & Products segment continued to face operational constraints such as shorter credit periods, high working capital requirements due to procurement on cash terms and sales on credit, relatively lower margins, and intense competition from both organized and unorganized market participants, thereby impacting its performance.

The Telecommunication segment continued to experience subdued market conditions, leading the management to further strengthen its strategy of exploring and diversifying into new business avenues for sustainable growth. The Company has continued its efforts to establish a presence in the mobile handset segment in both domestic and international markets, with the objective of creating additional revenue streams and enhancing its market positioning.

The Company's expansion and operational capabilities remained constrained due to limited access to credit and financial assistance from banks and financial institutions, primarily on account of historical account restrictions and classification as a Non-Performing Asset (NPA), despite settlement of dues by the promoters. These factors continued to impact the Company's ability to scale operations across segments.

Notwithstanding these challenges, the management remains focused on reviving growth momentum through prudent financial management, optimal utilization of available resources, and identification of new opportunities. The Company is also

evaluating diversification into emerging sectors such as solar energy consultancy to strengthen its long-term growth prospects.

Overall, MPS continues to demonstrate resilience while navigating financial and operational constraints and remains committed to improving its business performance, enhancing market presence, and creating sustainable value for its stakeholders over the long term.

Company Profile

THE COMPANY IS PRESENTLY ENGAGED IN THE FOLLOWING AREAS:

➤ IT Solutions & Products, which comprise of:

- Computer Hardware and peripherals
- System Integration and Networking Solutions (Including Hardware)
- Enterprise Software

The Company's business model is structured around three primary modes of execution, namely trading of hardware and peripherals, establishment of IT infrastructure, and customization and upgradation services. Under this model, the Company sources products from authorized dealers and distributors of leading global technology brands such as HP Inc., Samsung Electronics, LG Electronics, Lenovo, Dell Technologies, and Acer Inc.. The Company follows an order-driven procurement approach, wherein goods are purchased only against confirmed customer orders and are supplied directly, thereby minimizing inventory holding and associated risks.

However, during the financial year under review, the Company did not undertake any operational activities. This was primarily due to constraints arising from the freezing of the Company's bank accounts by statutory authorities and the continued non-availability of credit and financial assistance from banks and financial institutions. Additionally, the classification of the Company's accounts as a Non-Performing Asset (NPA), despite the settlement of dues by the promoters, further restricted access to working capital and hindered business operations.

Despite these challenges, the Company remains committed to reviving its operations and continues to explore avenues for restoring financial stability and resuming its core business activities in the near future.

During the year under review your company did not generate any revenue in this segment.

The reasons for under performance in this sector as the same was considered unviable due to low credit periods, purchase of products in case and sale on credit, Low Margins, tough competition from the organized and unorganized sector.

➤ IT Enabled Services comprising of:

- Domain registration
- Web hosting
- Value Added Services
- Site Builder Tool
- Site Design
- Consulting Services
- Infrastructure Services
- Domain Registration & Web Hosting Services
- VAS & IT Enabled Services

Sign DomainsTM is India's first ICANN Accredited domain registrar which offers on-line domain registration of top level domains (TLD) including .com .net .org .info .biz .in etc. Catering to a global client base through its on-line presence and secure payment gateway. Sign DomainsTM has several corporates, large portals, resellers and end-users as its clientele.

The Company has tied up with various top level TLDs and offer these TLDs to our clients through its network of over 400 Re-sellers as well as directly by the Company. Sign domains have several corporates, large portals, resellers and end-users as its clientele. MPS offers web-hosting solutions on MPS dedicated servers located at server farms and data centers located in US.

MPS also offers web-hosting solutions on MPS dedicated servers located at server farms and data centres located in US. Presently, the Company is hosting around 250 websites which includes websites of Corporates, individuals, corporates, firms etc

During the year under review, the company had generated revenue of Rs. 53.90 lacs, the breakup of which is as under:

Rs. In Lakhs	
Web-Hosting	4.07
Domain Registration	49.70
Commission on Promo Sales	0.14
Software Development	Nil

Value added services like SMS, payment gateways, messaging, e-identity management, e-commerce are available for corporate clients and other businesses.

The business of the company has considerably declined in all the sectors / areas in which it is engaged in. The main reason for the decline in the company's business is due to stiff competition not only from the organised sector but also from unorganised sector; various e-commerce portals are providing their goods and services, along with lucrative schemes and that too on payment of cash; the company's business has suffered as the company has to procure goods and services on cash and selling them on credit; there are number of mobile application available, which again provides their goods and services with lucrative discounts and schemes.

Since the company is facing stiff competition in the sectors in which it is operating, Your Company started exploring new avenues to increase its market share in the areas in which it operates. With this vision in mind your company has ventured into trade in mobile phones, where not much investment is required and in case it is required, the investment can be recovered in short span of time.

With the above background the company has on a trial basis started exporting mobile phones since June 2019 to Taiwan and Hong Kong as well as sold mobile handsets in the Domestic Market Your Company could not export mobile phones since December 2019 due to outbreak of COVID-19 pandemic. However, the Company is hopeful of regaining the lost ground once the pandemic is over and normal economic activities resume. Your Company is optimistic and expects to generate revenues in the times to come.

Your Company also expects to trade mobile phones in the domestic market.

Apart from trading in Mobile phones your company is also exploring to provide consultancy and advisory services to entities in the field of Solar Power, which would include but not limited to setting up of Solar Power Plants, 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. The management of the company is in the process of negotiating with various strategic partners.

➤ **Telecommunication**

The Company's operations in the telecommunication sector continued to remain impacted during FY 2022-23, primarily due to the structural slowdown in the segment and legacy operational constraints. In view of the declining business scenario, the management has been proactively exploring new avenues to generate sustainable revenue streams over the long term. As part of its diversification strategy, the Company has ventured into the mobile handset segment in both domestic and international markets.

The global and Indian smartphone markets have witnessed significant transformation over the past decade, driven by rapid technological advancements, increased internet penetration, and changing consumer behavior. Smartphones today are integral to daily life, enabling digital payments, navigation, communication, and access to online services through platforms such as Google Maps. India continues to be one of the largest and fastest-growing telecom markets globally, supported by strong data consumption trends and expanding digital infrastructure.

India is currently among the largest consumers of mobile data worldwide and ranks as the second-largest market in terms of internet subscribers. The telecom sector continues to benefit from strong policy support, including 100% Foreign Direct Investment (FDI) under the automatic route. The ongoing rollout of 5G technology is expected to be a key growth driver, with the potential to significantly transform industries such as manufacturing, retail, and information and communications technology (ICT), while contributing substantially to the country's economic growth over the coming years.

The Company has initiated efforts to participate in this evolving landscape through the export of telecommunication equipment and the sale of mobile handsets in the domestic market. In earlier periods, the Company had undertaken exports of mobile devices, including products from BlackBerry Limited, to international markets such as Hong Kong and Taiwan. However, during the year under review, no revenue was generated from the telecommunication segment due to continuing financial constraints and the after-effects of the COVID-19 pandemic on global trade and business operations.

Despite the challenges faced in recent years, the management remains optimistic about the long-term growth potential of the telecom and mobile handset industry. With improving market conditions, increasing adoption of 5G technology, and normalization of global economic activity, the Company aims to revive its presence in this segment and capitalize on emerging opportunities.

Opportunities and Challenges:

The changing economic landscape, rapid technological advancements, increasing internet penetration, and globalization continue to intensify competition across industries. The role of technology has evolved significantly from merely supporting business operations to becoming a key driver of transformation, innovation, and competitive advantage. Globally, organizations are increasingly relying on offshore technology service providers to meet their requirements for high-quality, cost-effective, and scalable technology solutions.

Operating in the IT and IT Enabled Services (ITES) industry, the Company is exposed to a diverse range of risks and challenges, including technological disruptions, pricing pressures, evolving customer expectations, and intense competition. The Company remains conscious of these dynamics and continues to evaluate its strategies to build a resilient, sustainable, and scalable business model.

The Company is presently engaged in IT Solutions & Products, IT Enabled Services, and Telecommunication services. Its IT Solutions & Products segment includes system integration and networking solutions (including hardware), as well as enterprise software offerings. The IT Enabled Services segment comprises domain registration and web hosting services, value-added services (VAS), and software development. The Telecommunication segment includes services such as prepaid mobile recharge, post-paid bill payment, bulk SMS services, and mobile and software application solutions.

During the year under review, the Company did not generate revenue from its IT Solutions & Products and Telecommunication segments. This was primarily due to multiple factors including intense competition from both organized and unorganized sectors, low operating margins, extended credit cycles, and an unfavorable working capital structure characterized by procurement on cash terms and sales on credit. These challenges have adversely impacted the operational viability of these segments.

The IT Enabled Services segment also continued to face performance pressures due to similar competitive and margin-related constraints. However, the management is taking focused steps to strengthen its presence in this segment through improved resource utilization, cost optimization, and identification of niche opportunities. The Company remains optimistic about achieving gradual and sustainable growth in this segment over the coming years.

Despite the current challenges, the management is confident that with prudent financial management, strategic realignment, and exploration of new business opportunities, the Company will be able to improve its operational performance and enhance stakeholder value over the long term.

Health and safety

MPS is a people-centric organization and considers its employees a key asset for sustained business growth and development. The Company's primary focus is on its human capital, thus it considers the health and safety of its employees and stakeholders to be of utmost importance and their wellbeing is critical to the Company's efficiency and productivity. The Company also assesses its safety procedures through internal and external audits and works towards continuous improvement.

Human Resources

The Human Resource management went through a paradigm shift owing to the pandemic. Changing work conditions required flexible and innovative processes ensuring productivity while maintaining high morale of employees. As the pandemic started waning, new opportunities and challenges in HR functions became clearly evident in terms of restructuring and strategizing required to implement "back to office" working while ensuring strict conformance and compliance to Covid protocols. The HR function has been the epicenter of numerous changes implemented to ensure work alignment with the dynamic environment with equal focus on being agile, culture driven and responding to the needs of employees with empathy.

Risk Management

MPS Infotecnics Limited is a company operating in an increasingly volatile and challenging business environment. The Company's ability to create and sustain value for its stakeholders is dependent on identifying, monitoring, and effectively addressing key risks within the environment that it operates.

The Company has a Risk Management policy which has been approved by the Board. The policy lists out objectives and principles of risk management along with an overview of the risk management process, procedures and related roles and responsibilities of individuals forming part of the committee.

Internal control systems and their adequacy

The Company has implemented necessary internal control systems in line with the business requirements, scale of operations and applicable statutes.

This Internal Controls Framework has been designed to meet the Company's objectives of efficiency and effectiveness of operations, reliability of financial controls, accuracy and timely reporting and compliance of regulatory requirements, statutes, policies and SOPs.

The Company's control environment demonstrates a commitment to integrity and ethical values. The Board of Directors and the Audit Committee demonstrate independence from the Management and exercise oversight on the Company's internal controls' adequacy and effectiveness. The Company and its management have established a well-defined organization structure, delegation of authority (DOA) and reporting lines with appropriate authorities, responsibilities, and accountabilities in the pursuit of objectives.

The Company specifies objectives with sufficient clarity to enable identification and assessment of risks relating to the objectives.

The Company has put in place control mechanisms that contribute to the mitigation of identified risks. Such controls are deployed through policies, SOPs and Internal Financial Control (IFC) risk and control matrices that cover all business processes across locations and functions.

The Company's comprehensive Fraud Risk Framework helps detect and prevent fraudulent activities, ensuring effective business-driven fraud risk management. The Company seeks to build strong processes and controls, integrating prevention, detection and response. To add to this, the Company's Whistle Blower policy provides a platform for various stakeholders to report and help the organization in averting and preventing any suspicious activity or behaviour. The whistle-blower mechanism then investigates allegations of violations in a comprehensive manner. Appropriate recommendations are followed for rigorous implementation. The whistle-blower is provided complete confidentiality and protection against any attempted harassment.

SEGMENT WISE PERFORMANCE

The company is mainly operating in three segments:

- ✓ IT Solutions & Products
- ✓ IT enabled Services
- ✓ Telecommunication

Exciting Future

The mobile manufacturing and telecom ecosystem in India continues to represent a significant growth opportunity, supported by strong government initiatives such as "Make in India," increasing digital adoption, and rising smartphone penetration. Over the past decade, India has emerged as a key manufacturing and consumption hub for mobile devices, driven by favorable policy support, improving infrastructure, and growing domestic demand. The continued expansion of internet access, declining data costs, and rapid adoption of advanced technologies such as 4G and 5G are expected to further accelerate digital inclusion and create substantial opportunities for industry participants.

With this positive industry outlook, the Company had initiated export operations of mobile handsets to international markets such as Taiwan and Hong Kong on a trial basis in earlier years. While initial export activities resulted in losses due to limited scale and pricing constraints, the management remains confident that with improved procurement efficiencies, economies of scale, and better pricing strategies, these operations can become profitable over time.

However, the outbreak of the COVID-19 pandemic significantly disrupted the Company's efforts to revive its telecommunication business, resulting in a halt in revenue generation from this segment. Although the broader economic environment has since shown signs of recovery, the Company continues to face operational and financial constraints. Nevertheless, the management remains optimistic that, with the normalization of economic conditions and improved access to resources, the Company will be able to gradually re-establish its presence in the telecom segment.

In the IT Enabled Services domain, the Company operates through its domain registration and web hosting business under its platform "Sign Domains," which is accredited by Internet Corporation for Assigned Names and Numbers. The platform offers a wide range of top-level domains (TLDs) including .com, .net, .org, .info, .biz, and .in, among others. The Company services a diverse customer base of over 6,500 clients through its online platform, supported by a network of more than 500 resellers, as well as direct customer engagement.

Additionally, the Company provides web hosting solutions through dedicated servers located in international data centers, catering to corporate and individual clients. At present, the Company hosts a portfolio of websites across various customer segments. The management aims to expand its client base and enhance service offerings in this segment to drive future growth.

Despite continued challenges such as intense competition and financial constraints, the Company remains focused on identifying new business opportunities and strengthening its presence in its existing areas of operation. The management is also exploring diversification into emerging sectors such as solar energy consultancy, which is expected to provide long-term growth potential.

Overall, the Company is committed to improving its operational performance, enhancing market share, and creating sustainable value for its stakeholders by leveraging emerging opportunities and adopting a forward-looking strategic approach.

INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

Your Company has a proper and adequate system of internal controls to ensure that its assets are safeguarded and protected against loss. We have an audit committee which oversees the financial and operating reporting processes and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.

The audit committee also reviews with management and statutory auditor the adequacy of internal control systems, compliance, etc. The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. The systems and the procedures are constantly upgraded to suit the requirements.

HUMAN RESOURCE AND DEVELOPMENT

The human resources strategy enabled the Company to attract, integrate, develop and retain the best talent required for driving business growth.

The Company has created a performance driven environment where innovation is encouraged, performance is recognized and employees are motivated to realize their potential. Our relentless pursuit to connect with employees on a regular basis, communicate in an open and transparent manner, provide opportunities to learn and grow within the organization are yielding desired results as is evident from the high retention rates and the motivation and engagement levels of our employees. The Company considers the quality of its human resources to be its most important asset and fosters an environment that encourages and values diversity and promotes personal and professional development of employees.

Your company is privileged to have the right blend of professionals both in field of technical & other professional areas. Dedication, a positive attitude, skills and professionalism have always been the feature of our workforce at all levels of organization.

The computer has been called 'the machine that changed the world.' We believe that Information Technology has and will continue to revolutionize all aspects of human life. The Information Technology Sector in India has to take care of threats and should trap the bundle of opportunities into its basket in order to take maximum benefits of its Information Technology competitive advantage.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing company objectives, projections, estimates may be 'forward looking statements' within the meaning of the applicable security laws and regulations. Actual results could differ materially from those expressed or implied, depending upon economic conditions, changes in Government regulations and policies, demand, supply and price conditions, political and economic developments within and outside the country and various incidental factors.

The company assumes no responsibility to publicly amend, modify, or revise any forward looking statements, on the basis of any subsequent developments, information or events.

For and on behalf of the Board

SD/-

**Peeyush Aggarwal
Chairman & Managing Director
DIN: 00090423**

Place: New Delhi

Date: 30th May, 2024

REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34 (3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations, 2015"], the report containing the details of Corporate Governance of MPS Infotecnics Limited ("the Company"/ "MPS") are as follows:

OUR CORPORATE GOVERNANCE PHILOSOPHY

A company's corporate governance philosophy is a system of values, principles, and practices that guide a company's operations and decision-making. It reflects a company's culture and purpose, and is a continuous process of inculcating and demonstrating those values..

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. At MPS, the goal of corporate governance is to ensure fairness for every stakeholder – our customers, investors, vendor-partners, the community.

In MPS, Corporate Governance philosophy stems from our belief that corporate governance is an integral element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders thereby paving the way for its long term success."

We at MPS believe that our company shall go beyond adherence to regulatory framework. Your Company's corporate structure, business, operations and disclosure practices have been strictly aligned to the Company's Corporate Governance Philosophy. Transparency, accountability, fairness and intensive communication with stakeholders are integral to our functioning. Your Company; its Board of Directors and employees believe in system driven performance and performance oriented systems. We at MPS accord highest priority to these systems and protect the interests of all our shareholders, particularly the minority shareholders.

To create a culture of good governance, your Company has adopted practices, that comprise of performance accountability, effective management control, fair representation of professionally qualified, executive, non-executive and independent Directors on the Board, adequate and timely compliance, disclosure of information on performance, ownership and governance of the Company. The Compliance Report on Corporate Governance herein signifies compliance of mandatory requirements of Corporate Governance as provided in Chapter IV of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of MPS ('the Company'). We believe that an active, well-informed and independent board is necessary to ensure the highest standards of Corporate Governance.

At MPS, the Board of Directors ('the Board') is at the core of our Corporate Governance practice. The Board oversees the Management's functions and protects the long-term interests not only of the Shareholders but all other stakeholders.

The governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibilities. The governance system encourages the entrepreneurship, risk taking and growth orientation with an objective to lead full accountability enabled by appropriate empowerment.

Your Company's commitment to the principles of transparency, integrity, professionalism and accountability in all its dealings, is the foundation of its continuous efforts to create sustainable value for all its stakeholders including shareholders, customers, employees and the society at large. In line with this philosophy, your Company follows highest standards of Corporate Governance practices.

The Company continues to focus its resources, strengths and strategies to achieve its vision, of becoming truly Global IT Company, while consciously taking all such actions as may be necessary in order to achieve its goal of value creation, safety in all process and operations, good governance and maximization of shareholder's wealth.

Under the overall supervision and control of the Board, the Managing Director is accountable for the overall working of the Company.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

BOARD OF DIRECTORS ("BOARD")

You Company's Board of Directors, at present comprises of six directors and the Managing Director is also the Chairman of the Company. Your Company's Directors are highly experienced professionals in their respective functional areas; provide directions to the management on operational issues, adoption of systems and best practices in management and oversight of compliance of various legal and other requirements.

Your Company has 3 Independent Directors including a woman director and three non-executive non-independent Directors.

The independent directors on the board of the company are screened by the Nomination and Remuneration Committee and thereafter first appointed by the Board Of Directors and thereafter by the shareholders. The appointment of Independent Directors is through an elaborate procedure of selection which encompasses induction of professionals and experts in relevant field. Our company believes that the Independent Directors bring with them the rich experience, knowledge and practices followed in other companies resulting in imbibing the best practices followed in the industry.

I. None of the Directors on the Board:

- hold directorship in more than ten public limited companies;
- serves as an Independent Director in more than seven Listed Companies;
- who are the Executive Directors serve as independent directors in more than three listed entities;
- none of the Directors acts as a member of more than ten or Chairman of more than five Committees as on 31st March, 2024 across all public limited companies in which they are Directors.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2024, have been made by the Directors. None of the Directors are related to other Directors and the Key Managerial Personnel of the Company.

II. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

III. Eight (8) ~~Five~~ Board Meetings were held during the year under review and the gap between the two meetings did not exceed one hundred and twenty days. The said meetings were held on: on May 30, 2023, June 29, 2023, July 25, 2023, August 11, 2023, September 28, 2023, November 07, 2023, January 12, 2024 and February 14, 2024. The necessary quorum was present for all the meetings.

IV. The names and categories of the directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting (“AGM”), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2024, are given herein below. Other directorships do not include directorships of private limited companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders’ Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulation.

Name of the Director	Category	Number of Board Meetings during the FY 2023-24		Whether attended the last AGM held on 30.09.2022	Number of Directorship in other Public Companies	Number of Committee positions held in other Public Companies (Audit Committee and Stakeholder Relationship Committee)	
		Held	Attended			Chairman	Member
Mr. Peeyush Kumar Aggarwal (DIN-00090423)	Managing Director & Promoter	8	8	Yes	5	0	6
^Mr. Manoj Kumar Jain (DIN-01887411)	Non-Executive & Independent Director	8	2	Yes	NA	NA	NA
Mrs. Madhu Sharma (DIN-06947852)	Non-Executive & Independent Director	8	8	Yes	5	2	6
Mr. Rachit Garg (DIN-07574194)	Non-Executive Director & Non-Independent Director	8	8	Yes	2	1	1
^^Mr. Ram Niwas Sharma (DIN - 08427985)	Non-Executive & Non- Independent Director	8	6	Yes	5	0	1
Mr. Santosh Pradha (DIN - 00354664)	Non-Executive Director & Independent Director	8	8	Yes	2	4	0
^^^Mr. Pankaj Chander	Non-Executive Director & Independent Director	8	4	NA	2	0	1

Category of directorship held:

(N) Non-Independent, Non-Executive Director, (I) Independent, Non-Executive Director, (ED) Executive Director

[^]Mr. Manoj Kumar Jain (DIN: 01887411) has tendered his resignation from the post of the Non-Executive & Independent Director w.e.f 29th June, 2023, due to his pre-occupation and other personal & business matters.

Upon the recommendation of Nomination & Remuneration Committee, the Board of Directors of the MPS Infotecnics Limited has appointed Mr. Ram Niwas Sharma (DIN: 08427985) as its Additional Director (Non-Executive & Non- Independent) with effect from w.e.f., 28th September, 2023 of MPS Infotecnics Limited, subject to the consent of the Shareholders in the Annual General Meeting of the Company, however the Annual General Meeting of the Company could not be held even during the extended period of holding of Annual General Meeting, hence he ceased to be the Additional Director of the Company. Further upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the MPS Infotecnics Limited has again appointed Mr. Ram Niwas Sharma (DIN: 08427985) as its Additional Director (Non-Executive & Non- Independent) with effect from 14th May, 2024, subject to the approval of the members in the Annual General Meeting of the Company. Further, Mr. Ram Niwas Sharma tendered his resignation from his post w.e.f 12th August, 2024 due to his pre-occupation and other business matters.

^{^^} Mr. Ram Niwas Sharma (DIN: 08427985) has tendered his resignation from the post of the Non-Executive & Non Independent Director w.e.f 29th June, 2023, due to his pre-occupation and other personal & business matters.

^{^^^*} Mr. Pankaj Chander was appointed as a Non-Executive and Independent Director w.e.f., 28th September, 2023 of the Company, subject to the consent of the Shareholders in the Annual General Meeting of the Company, however the Annual General Meeting of the Company could not be held even during the extended period of holding of Annual General Meeting, hence he ceased to be the Additional Director of the Company. Further upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has again appointed Mr. Pankaj Chander (DIN: 00053351) as its Additional Director (Non-Executive & Independent) with effect from 14th May, 2024, subject to the approval of the members in the Annual General Meeting of the Company. Further, Mr. Pankaj Chander tendered his resignation from his post w.e.f 12th August, 2024 due to his pre-occupation and other business matters. He also confirmed that there is no other material reason other than provided in the resignation letter received by the Company.

Mr. Pankaj Chander holding Directorship in M/s. Sanco Industries Limited which is currently under CIRP (Corporate Insolvency Resolution Process). The Management of the Company has been suspended and Mr. Deepak Arora was appointed as IRP of the Corporate Debtor having registration number IBBI/ IPA-003/IP-N00418/2022-2023/14120 as Interim Resolution Professional vide NCLT order dated 29.07.2022. Further the National Company Law Tribunal (NCLT) vide order dated 29.07.2022 also declared the moratorium In terms of the Section 14 of the Insolvency and Bankruptcy Code, 2016.

^{**}Further the members of the Board also took note of the continued absence, without any information and intimation, of Mr. Vishal Anand, Chief Executive Officer of the Company, from his duties despite being advised to report for duty and therefore the Board unanimously terminated the services of Mr. Vishal Anand from the position of Chief Executive Officer of the Company with effect from 29th June, 2023.

The Board of Directors has complete access to any information within the Company. At the Board Meetings, Directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

V. OUTSIDE DIRECTORSHIPS/COMMITTEE POSITIONS OF DIRECTORS AS ON MARCH 31, 2024

Name of the Directors	In Listed Companies	Name of the Listed Entity and Category	In Unlisted Public Companies	As Chairman/Member of the Board Committee
Mr. Peeyush Kumar Aggarwal	3	MPS Pharmaa Limited Executive Director* Interworld Digital Limited Non-Executive Director Polar Marmo Agglomerates Limited Non-Executive Director	1.Onus Plantations and Agro Limited 2.Omkam Developers Limited	<u>MPS Pharmaa Limited</u> Audit Committee- Member Stakeholders Relationship Committee- Member <u>Interworld Digital Limited</u> Audit Committee-Member Nomination and Remuneration Committee-Member Stakeholder's Relationship Committee-Member Risk Committee Committee-Member Investigation Committee-Chairman
Mrs. Madhu Sharma	5	Polar Marmo Agglomerates Limited Independent Director RCC Cements Limited Non-Executive Director MPS Pharmaa Limited Independent Director Interworld Digital Limited	NIL	<u>Polar Marmo Agglomerates Limited</u> Audit Committee-Member Nomination and Remuneration Committee- Member Stakeholder Relationship Committee-Member <u>RCC Cements Limited</u> Nomination and Remuneration

		Independent Director B.P. Capital Limited Non- Executive Director		Committee- Member MPS Pharmaa Limited Audit Committee- Chairperson Nomination and Remuneration Committee- Member Stakeholder’s Relationship Committee- Member Interworld Digital Limited Audit Committee - Member Risk Management Committee- Member Nomination and Remuneration Committee- Member Stakeholder Relationship Committee-Member B. P. Capital Limited Audit Committee – Member Nomination and Remuneration Committee-Member
Mr. Ram Niwas Sharma	1	MPS Pharmaa Limited Non-Executive Director	1. Onshore Shipping Limited 2. Eshoppers India Limited 3. Heritage Corporate Services Limited 4. Radsun Technologies Limited	NIL
Mr. Rachit Garg	1	B.P. Capital Limited Non-Executive Director	1. Onus Plantations and Agro Limited 2. Onshore Shippings Limited 3. Eshoppers India Limited 4. Saturn Infocom Limited 5.	B.P. Capital Limited Nomination and Remuneration Committee-Member Stakeholder’s Relationship Committee-Member
Mr. Santosh Pradhan	1	RCC Cements Limited Independent Director	1. Infotecnics India Limited 2. Patliputra International Limited 3. E-visesh.com Limited	RCC Cements Limited Audit Committee-Member Nomination and Remuneration Committee-Member Stakeholder’s Relationship Committee-Member
Mr. Pankaj Chander	2	NMS Global Limited Non-Executive Director Sanco Industries limited Independent Director	1. NMS Enterprises Limited	Sanco Industries Limited Audit Committee-Member

VI. D
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2024, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

- VII. During FY 2024, one meeting of the Independent Directors were held on May 15,2023. The Independent Directors, inter alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into accounts the views of Executive Directors and Non-Executive Directors.
- VIII. The Board periodically reviews the compliance reports of all laws applicable to the Company.
- IX. Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the Listing Regulations, 2015 read with Section 149(6) of the Act. The maximum tenure of each Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- X. None of the Directors are related to each other.
- XI. Details of equity shares of the Company held by the Directors as on March 31, 2024, are given below:

Name of the Director	Category	Number of Equity Shares
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Mr. Peeyush Kumar Aggarwal	Managing Director & Promoter	73,647,300
Mrs. Madhu Sharma	Non-Executive Independent Director	Nil
Mr. Rachit Garg	Non-Executive Director	Nil
Mr. Santosh Pradhan	Non-Executive Independent Director	13,011
Mr. Ram Niwas Sharma	Non-Executive Director	Nil
Mr. Pankaj Chander	Non-Executive Independent Director	Nil
Mr. Manoj Kumar	Non-Executive Independent Director	Nil

The Company has not issued any convertible instruments.

XII. *Web link where details of familiarization programmes imparted to independent directors is disclosed*

All our Directors are aware and also updated, whenever required, of their role, responsibilities, liabilities and obligations under the provisions of the Companies Act, 2013 and Rules made there under, as well as Regulation 25 of the Listing Regulations, 2015. The Independent Directors are also made aware of their roles and responsibilities at the time of their appointment and a detailed Letter of Appointment is issued to them. Familiarization programs can be accessed at http://www.mpsinfotec.com/investors_zone.html under the tab "Code of Conduct".

XIII. *Independent Directors Databank Registration*

Pursuant to a notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all Independent directors of the Company have completed the registration with the Independent Directors Databank. Requisite confirmations have been received from the Independent Directors in this regard.

XIV. *Matrix setting out the skills/expertise/competence of the Board*

The Board of Directors have identified the following Core Skills/ Expertise/ Competencies as required in the context of its business(es) and sector(s) for it to function effectively:

- 1) Embrace the shared vision, mission and values of the organisation;
- 2) Knowledge of industry / sector, policies, major risks / threats and potential opportunities in which the Company operates;
- 3) Technical skills / experience in accounting / financial skill / government or public policy / economy / human resource management / strategy development and implementation / Capital planning;
- 4) Governance competencies like Director in large organisation, compliance focus, leadership, risk management experience, Business judgement.

Following is the chart/matrix setting out the Names of the Directors of the Company possessing the requisite skills/ competencies/expertise:

Name of Director	Skills/Competencies/Expertise
Mr. Peeyush Kumar Aggarwal	Fellow Member of the Institute of Chartered Accountants of India. He has rich experience of over 30 years. A first generation Entrepreneur having a clear business vision and practicing a hands-off approach. He has immense experience in Mergers & Acquisitions, Finance. His business interests are in the areas of Pharmaceuticals, Information Technology; Telecom VAS; Digital Cinema ; Retail ; Broking (Shares, Commodities, Insurance) ; Real Estate, Construction & Hospitality. He has great leadership & entrepreneur skills also. He also has vast experience in Finance and legal matters. He is an ideal person to lead the Company as he has been involved in the affairs of the Company right from the time it was taken over from the previous promoters.
Mr. Santosh Pradhan	He has more than two decades of experience in the Corporate Sector at various levels including marketing and general administration. He has good leadership and decision making skills also.
*Mr. Manoj Kumar Jain	He has a vast experience of almost three decades in the field of General & Financial Management. He has a rich experience in information technology and logistics business. He has great leadership, decision making& entrepreneur skills also. His vast knowledge has been invaluable to the company.
***Mr. Pankaj Chander	Mr. Pankaj Chander is graduated in B.SC and a Fellow member of Institute of Chartered Accountants of India bearing Membership No. 089065. He has a vast experience of 25 years in his field. He has strong conceptual base in finance & accounts, audit and other consultancy work related to diversified nature of organizations both in public and private sector in computerized and manual environment with a good knowledge of national as well as international accounting and auditing standards. Carried out various training program in accounts, auditing and financial management for the benefit of clients as well as own staff and active member of all study groups of Institute of Chartered Accountants of India .He has post qualification experience of 25 years in

	developing financial strategies for various government and non-government departments/ undertakings and projects in various sectors sponsored by bilateral/multilateral agencies involving formulation of computerized auditing /accounting and financial management information systems and procedures, review of annual programs and budgets, financial and economic analysis of project, cost recovery methods, project benefit evaluation and monitoring, financial control, institutional strengthening, preparation of financial operating plans, resource mobilization of capital outlays and annual recurring costs, administration of charges, cost benefit analysis, financial procedures and review, taxation and tariff studies, recycling of finances, analysis of O & M costs, evaluation of financial capabilities of implementing agencies, etc.
Mrs. Madhu Sharma	She has extensive experience of more than 20 Years in various aspects of management, viz., the field of marketing and general administration. She has good leadership skills too.
**Mr. Ram Niwas Sharma	He has more than two decades of experience in the corporate sector at various levels including stock broking, marketing and general administration.

Performance Evaluation

In compliance with the provisions of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and other criteria as set out in Performance Evaluation Policy.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The performance evaluation of all the Directors individually was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Information supplied to the Board

The Board has complete access to all information with the Company, which inter alia includes:-

- Quarterly results and results of operations of the company;
- Financing Plans of the Company;
- Minutes of the meeting of the Board of Directors, Committee Meetings, etc;
- Details of any agreement entered into by the Company;
- Compliance or non-compliance of any regulatory or statutory nature or listing requirements and investor grievances, if any.

The information pertaining to mandatory items as specified in the listing Regulations, Companies Act, 2013 and other applicable Laws, along with other business issues, is regularly provided to the Board, as part of the agenda papers.

Annual Return

An Extract of the Annual Return in form MGT-9 as of March 31, 2023, pursuant to the sub section (3) of Section 92 of the Companies Act 2013 is placed at the Company's website under the web link: <https://www.mpsinfotec.com/annually.html>.

COMMITTEES OF BOARD OF DIRECTORS

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Committees operate as empowered agents of the Board as per their terms of reference. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review.

The Board as on March 31, 2024, had five committees: Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility.

(1) AUDIT COMMITTEE

The Primary objective of the committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee notes the processes and safeguards employed by each of them. Audit Committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditors in accordance with law. All possible measures are taken by the Committee to ensure the objectivity and independence of the independent auditor. The committee is headed by an Independent Director. All possible measures taken by the committee to ensure the objectivity and independence of the independent directors.

During the Financial Year 2023-24, four meetings were held on 30.05.2023, 11.08.2023, 07.11.2023 and 14.02.2024. The time gap between two meetings did not exceed 120 days. The quorum was present for all the above four meetings. The Committee is headed by a Non-Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 30.09.2022.

The Composition of Audit Committee as on March 31, 2024 and attendance of each members of the Audit Committee are as under:

S.No.	Name of the Director	Category	Number of meetings during the
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			Financial Year 2023-24	
			Held	Attended
1	Mrs. Madhu Sharma	Chairman	4	4
2	Mr. Peeyush Kumar Aggarwal	Member	4	4
3	*Mr. Manoj Kumar Jain	Member	4	2
4	Mr. Santosh Pradhan	Member	4	3

* Mr. Manoj Kumar Jain (DIN: 018847852) has tendered his resignation from the post of the Non-Executive & Independent Director of the Company w.e.f 29th June, 2023.

** Mr. Santosh Pradhan (DIN: 00354664) was appointed as an Audit Committee member with effect from 29th June, 2023.

The Company Secretary acts as the Company Secretary of the Committee.

a) Brief description of terms of reference

As per Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013, the Audit Committee has been entrusted with the following responsibilities:

- 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;
- Recommend the appointment, remuneration and terms of appointment of Statutory & Internal Auditor of the Company as well as Secretarial Auditor of the Company;
- Approving the payment to Statutory Auditors for any other services rendered by the Statutory Auditor;
- Reviewing, with the management, the Annual financial statements and Auditor's Report thereon 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 clause (c) of sub-section (3) of section 134 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 related party transactions;
 - (g) Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submissions to the board for approval;
- Reviewing, with the management, the statement of use / 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 a rights issue and making appropriate recommendations to the board to take steps in the matter;
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process;
- Approve any subsequent modifications of transactions of the company with related parties;
- Scrutiny of Inter Corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staff and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereof;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the Audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders, (in case of non-payment of declared dividend) and creditors;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- To review the functioning of whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualification, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee
- Oversee financial reporting controls and process for material subsidiaries;
- Reviewing statement of significant related party transactions (as defined by the audit committee), submitted by management;

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

The Company does not have any material non-listed Indian subsidiary Company however, has three (3) Foreign Subsidiaries namely Axis Convergence INC, Mauritius; Greenwire Network Limited, Hong Kong; and Opentech Thai Network Specialists Co. Limited, Thailand. The Audit Committee of the Company reviews the financial statements of its Foreign Subsidiaries periodically.

Earlier these subsidiaries were doing good business and were contributing to the consolidated income of the Company, however for the past 8-9-5 years the business of the subsidiaries have considerably declined and presently there is no business in these companies consequently these subsidiary Companies are not generating any revenues. Hence no audit of accounts has been done as no updated information has been received from these Companies.

Though there has not been any material change in the nature of the business of the subsidiaries, yet during the year under review, these subsidiary companies have not contributed to the consolidated revenues of the company on account to various factors which already mentioned in the Director's Report.

The Audit Committee of the Company reviews the draft financial statements of its Foreign Subsidiaries periodically. Significant issues pertaining to these foreign subsidiary companies are also discussed at Audit Committee Meetings.

(2) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) and (2) of the Listing Regulations read with Section 178 of the Act. The terms of reference of the NRC are as per the guidelines set out in part D (A) of Schedule II of the Listing Regulations which are as follows:

- Recommend to the board the set up and composition of the board and its committees including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director".
- Recommend to the board of directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees.
- Devising a policy on diversity of board of directors.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.
- Recommend to the Board of Directors their appointment and removal.
- 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.
- Oversee familiarization programs for directors.
- Recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

During the Financial Year 2023-24, four meetings were held on 30.05.2023, 29.06.2023, 28.09.2023 and 12.01.2024. The quorum was present for all the above four meetings. The Committee is headed by a Non-Executive Independent Director. The Chairman of the Nomination and Remuneration Committee was present at the last AGM held on 30.09.2022.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2024 and the attendance of each member at the Committee Meetings are as given below:

S.No.	Name of the Director	Category	No. of meetings held during the Financial Year 2023-24	
			Held	Attended
1	Mrs. Madhu Sharma	Chairman	4	4
2	Mr. Rachit Garg	Member	4	2
3	*Mr. Manoj Kumar Jain	Member	4	4
4	**Mr. Santosh Pradhan	Member	4	2

* Mr. Manoj Kumar Jain (DIN: 018847852) has tendered his resignation from the post of the Non-Executive & Independent Director of the Company w.e.f 29th June, 2023.

** Mr. Santosh Pradhan (DIN: 00354664) was appointed as an Nomination & Remuneration Committee member with effect from 29th June, 2023.

The Company Secretary acts as the Company Secretary of the Committee.

Performance Evaluation Criteria for Independent Directors

The Nomination and Remuneration Committee had laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The assessment was carried on the basis of following criteria:

1. Valuable Input Provided;
2. Dedication and Commitment;
3. Industry Knowledge;
4. Raising of Concern;
5. Compliances under Companies Act;
6. Contribution to development of strategy and to risk management.
7. Updatations with the latest developments.
8. Communication with other Board members, senior management and others

REMUNERATION TO DIRECTORS

- **Remuneration policy:**

Nomination and Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component). Annual increments are decided by the Nomination and Remuneration Committee (NRC) within the salary scale approved by the members of the Company.

In terms of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, this policy on Nomination and remuneration of Directors, Key Managerial Personnel (KMP), senior management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

a) Criteria for Making Payment to the Non-Executive Directors

The Company has a separate Policy for Remuneration of Non- Executive Directors and Employees and the same is available on the Company's website i.e. http://www.mpsinfotec.com/investors_zone under the tab "Code of Conduct".

b) Remuneration of Key Managerial Personnel and Directors

None of the Directors including the Managing Director of the Company are paid any remuneration and sitting fees however details of remuneration of the Key Managerial Personnel for the year ended March 31st, 2024 has been provided in Annual Return i.e., which will be available at Company's Website http://www.mpsinfotec.com/investors_zone.

During the financial year 2023-24, no Stock Options were granted to any of the Directors. Further, none of the Directors is getting remuneration from the Company.

(3) STAKEHOLDER' RELATIONSHIP COMMITTEE:

The Stakeholder's Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Act. The role of the SRC is as per the guidelines set out in part D (A) of Schedule II of the Listing Regulations which are as follows:

- transfer/transmission of shares and such other securities as may be issued by the Company from time to time.
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Compliance Officer and/or other Officers of the Secretarial Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- To look into the redressal of shareholders complaints and enquiries and monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The Committee has periodic interaction with the representatives of the Registrar and Transfer Agent of the Company. The Company Secretary being the Compliance Officer takes personal interest in all the matters of concern for investors and reports the same to the Committee. To expedite the process of share transfers, the Board has delegated the power of share transfer to Mass Services Pvt. Ltd. viz. Registrar and Share Transfer Agent who attend to the share transfer formalities.

The Committee also ensures that the shareholders / investors' grievances and correspondence are attended and resolved expeditiously. The Committee meets on a need basis to ensure the regular process of transfers / transmission of shares, split, Consolidation, demat / remat and issuance of duplicate share certificate

During the Financial Year 2023-24, seven meetings were held on 04.04.2023, 14.04.2023, 06.07.2023, 12.10.2023, 25.10.2023, 17.01.2024 and 04.01.2024. The quorum was present for all the above seven meetings. The Committee is headed by a Non-Executive Non Independent Director. The Chairman of the Stakeholder's Relationship Committee was present at the last AGM held on 30.09.2022.

The Composition of the Committee as on 31st March, 2024 and details of attendance of the Committee members at the meetings are given in the following table:

S.No.	Name of the Director	Category	No. of meetings held during the Financial Year 2023-24	
			Held	Attended
1	Mr. Rachit Garg	Chairman	7	7
2	Mr. Peeyush Kumar Aggarwal	Member	7	7
3	Mr. Manoj Kumar Jain	Member	7	2
4	Mr. Santosh Pradhan	Member	7	4

* Mr. Manoj Kumar Jain (DIN: 018847852) has tendered his resignation from the post of the Non-Executive & Independent Director of the Company w.e.f 29th June, 2023.

** Mr. Santosh Pradhan (DIN: 00354664) was appointed as a Stakeholder's Relationship Committee member with effect from 29th June, 2023.

The Company Secretary acts as the Company Secretary of the Committee.

Details of Investor complaints received and redressed during the Financial Year 2023-24 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

(4) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social responsibility Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013. The role of the CSR Committee are as follows:

- Formulating and recommending to the Board the CSR Policy which shall indicate the activities to be undertaken by the Company;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- Monitoring CSR Policy of the Company from time to time;

No contribution had been made by the company as your company has suffered loss during the financial year under review.

No meeting was held during the Year under review.

The company Secretary acts as the Secretary to the Committee.

The CSR report, as required under the Companies Act, 2013 for the year ended March 31, 2024 forms part of the Boards Report.

Composition of Corporate Social Responsibility Committee as on March 31, 2024 are as follows:

The Corporate Social Responsibility Committee comprised of three members as on 31st March, 2024:

S.No.	Name of the Director	Category
1	Mrs. Madhu Sharma	Chairman
2	Mr. Peeyush Kumar Aggarwal	Member
3	*Mr. Manoj Kumar Jain	Member
4	Mr. Santosh Pradhan	Member

* Mr. Manoj Kumar Jain (DIN: 018847852) has tendered his resignation from the post of the Non-Executive & Independent Director of the Company w.e.f 29th June, 2023.

** Mr. Santosh Pradhan (DIN: 00354664) was appointed as a Corporate Social Responsibility Committee member with effect from 29th June, 2023.

The Company Secretary acts as the Company Secretary of the Committee..

(5) RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of the Listing Regulations, 2015. The role of the Risk management Committee is as per the guidelines set out in part D of Schedule II of the Listing Regulations which are as follows:

The role of Risk Management Committee is to:

- Oversee the implementation of Risk Management Systems and framework;
- Review the Company's financial and risk management policies;
- Assess risk and procedures to minimise the same;
- Frame, implementing and monitoring the risk management plan for the Company.

Composition of Risk Management Committee

Our Risk Management Committee comprised of three members as on 31st March, 2024:

S.No.	Name of the Director	Category
1	Mr. Manoj Kumar Jain	Chairman
2	Mr. Santosh Pradhan	Chairman w.e.f 29.06.2023
3	Mr. Peeyush Kumar Aggarwal	Member
4	Mrs. Madhu Sharma	Member

* Mr. Manoj Kumar Jain (DIN: 018847852) has tendered his resignation from the post of the Non-Executive & Independent Director of the Company w.e.f 29th June, 2023.

** Mr. Santosh Pradhan (DIN: 00354664) is appointed as an Risk Management Committee Chairman with effect from 29th June, 2023.

The Company Secretary acts as the Company Secretary of the Committee.

GENERAL BODY MEETING

Details of the last three Annual General Meeting and Extra-Ordinary General Meeting of the Company are as follows:

Date	Location	Time	No. of Special Resolution passed
FY 2022-23	Annual General Meeting could not be held since Depositories had blocked the Benpose consequently the shareholders data was not made available	-	-
30.09.2022	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001	10:00 A.M	1
30.09.2021	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001	11:00 A.M	3
30.12.2020	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001	10:00 A.M	3

Special Resolutions passed during the last three Annual General Meetings:

S. No.	Date of Annual General Meeting	Details of Special Resolution passed
1	FY -2022-23	No resolutions including Special resolutions could be passed since Annual General Meeting could not be held
1	30.09.2022	To consider and approve disinvestment in subsidiaries of the company.
2	30.09.2021	1. To consider and approve disinvestment in subsidiaries of the company. 2. Increase Borrowing Power of the Company. 3. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.
3.	30.12.2020	1. Re-Appointment of Mrs. Madhu Sharma (DIN: 06947852) as an Independent Director. 2. Appointment of Mr. Santosh Pradhan (DIN: 00354664) as an Independent Director of the Company. 3. To consider and approve disinvestment in subsidiaries of the company.

Whether any Special Resolution passed last year through postal ballot:

No special resolution was passed through postal ballot last year.

AFFIRMATION AND DISCLOSURE

All the members of the Board have affirmed their compliance with the Code of Conduct as on 31st March, 2024 and a declaration to that effect, signed by the Chairman and Chief Financial Officer (CEO), is attached and forms part of the Board Report.

There are no materially significant related party transactions of the Company, which have potential conflict with the interest of the Company at large. Suitable disclosure as required by accounting standard (AS) – Related party transaction has been made in Annual Report. All the Related party transaction is dealt with in accordance with the provisions of Companies Act, 2013 & Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Auditors Certificate on Corporate Governance

The Company has complied with all the mandatory- requirements of Corporate Governance, as required under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Further, as required by Schedule V of the Listing Regulations, the Auditors Certificate on Corporate Governance forms part of this Report.

The Company has complied with the requirements specified in regulations 17 to 27 and regulation 46 of the Listing Regulations, 2015.

Certificate from Practicing Company Secretary that none of the directors on the Board are disqualified

A certificate has been received from M/s. Kundan Agrawal & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Disclosure on Website under Reg. 46(2) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

The following documents/information is linked with the website of the Company, i.e, www.mpsinfotec.com :-

Particulars	Web Link
Familiarization programs for independent directors	http://www.mpsinfotec.com/investors_zone.html
Policy for determining 'material subsidiaries'	http://www.mpsinfotec.com/investors_zone.html
Policy on dealing with related party transactions	http://www.mpsinfotec.com/investors_zone.html
CSR Policy	http://www.mpsinfotec.com/investors_zone.html

Code of conduct for Directors and Senior Management	http://www.mpsinfotec.com/investors_zone.html
Whistle Blower Policy/Vigil Mechanism	http://www.mpsinfotec.com/investors_zone.html
Policy for preservation and archival of documents	http://www.mpsinfotec.com/investors_zone.html
Policy on determination of materiality of events or information	http://www.mpsinfotec.com/investors_zone.html
Nomination and Remuneration Policy	http://www.mpsinfotec.com/investors_zone.html
Succession plan for appointment to the Board and senior management	http://www.mpsinfotec.com/investors_zone.html
Code of conduct for Insider Trading	http://www.mpsinfotec.com/investors_zone.html
Policy on Risk Management	http://www.mpsinfotec.com/investors_zone.html

MEANS OF COMMUNICATION

All important information relating to the Company, its financial performance, shareholding pattern, quarterly results, other information as per the Listing Regulations are regularly posted on Company's website i.e www.mpsinfotec.com. The quarterly, half-yearly and annual financial results of the Company are published in one prominent widely circulated English newspaper and one in daily Hindi Newspaper viz. The Business Standard (English) & (Hindi). These results are also made available on the websites of the Company, BSE Limited and National Stock Exchange of India Limited. The Annual Report, Quarterly Results, Shareholding Pattern, Intimation of Board Meetings and other relevant information of the Company are posted through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS) portals for investor information.

As per Regulation 47 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an extract of the detailed format of Quarterly/Annual Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published in the newspapers. The full format of the Quarterly/Annual Financial Results is also available on the Company's website and Stock Exchange websites www.nseindia.com and www.bseindia.com.

The notice of AGM along with Annual Report is sent to the shareholders well in advance of the AGM which is also published in newspapers. In addition, the Stock Exchange is notified of any important developments that may materially affect the working of the Company. Annual report of the Company is circulated to all the members and all others entitled thereto.

GENERAL SHAREHOLDER'S INFORMATION

a)	Registered Office	:	703, Arunachal Building, 19, Barakhamba Road, New Delhi 110001
b)	Annual General Meeting	:	Date not announced since shareholders data is not available.
	<ul style="list-style-type: none"> • Date • Day • Time • Venue 		
	<ul style="list-style-type: none"> • Posting of Annual Report • Last date of receipt of Proxy Form 		At least 48 hours before the meeting
c)	Financial year for the period under review	:	1 st April 2023 to 31 st March 2024
	First Quarter		1 st April 2023 to 30 th June 2023
	Second Quarter		1 st July 2023 to 30 th September 2023
	Third Quarter		1 st October 2023 to 31 st December 2023
	Fourth Quarter		1 st January 2024 to 31 st March 2024
d)	Dividend Payment Date	:	For the year ended March 31, 2024, the Directors have not recommended dividend.
e)	Date of Book Closure	:	AGM is yet to be held.
f)	Registrar & Share Transfer Agents (RTA)	:	Address & Contact Details T-34, 2 nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Tel no. : 011-26387281-83 Fax : 011- 26387384 e-Mail : info@massserv.com
g)	Listing of Shares	:	Shares are listed on following Stock Exchanges: <ol style="list-style-type: none"> 1) Name: National Stock Exchange of India Ltd. Address: Exchange Plaza, Bandra, Kurla Complex, Bandra(E) Mumbai-400051 Stock Code: VISESHINFO 2) Name: BSE Limited Address: Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001 Stock Code: 532411
WITH EFFECT FROM 28TH AUGUST, 2000 THE SHARES OF MPS INFOTECNICS LIMITED ARE TRADED IN DE-MAT FORM ONLY:			
h)	ISIN Code	:	INE861A01058
i)	Investor service cell & address for correspondence Address	:	703, Arunachal Building, 19, Barakhamba Road, New Delhi 110001

	Telephone No	+91 11 43571044
	Fax	+91 11 43571047
	E-mail	info@mpsinfotec.com
j)	Compliance Officer	: Mrs. Garima Singh, Company Secretary & Compliance Officer

STOCK MARKET DATA

The monthly high and low quotations and volume of shares traded at National Stock Exchange of India Limited (NSE) & Bombay Stock Exchange Limited (BSE) are as follows:

Financial Year April 2021 to March 2022	National Stock Exchange			Bombay Stock Exchange		
	High	Low	No. of shares traded (in lacs)	High	Low	No. of shares traded (in Rs.)
April, 2023	0.50	0.40	1390.09	0.48	0.40	10,89,68,083
May, 2023	0.50	0.40	1464.31	0.50	0.42	15,86,54,742
June, 2023	0.45	0.40	1062.10	0.44	0.40	13,57,96,328
July, 2023	0.45	0.40	1033.35	0.43	0.40	11,77,73,479
August, 2023	0.50	0.35	2506.04	0.52	0.39	29,11,86,710
September, 2023	0.65	0.40	3388.30	0.66	0.40	38,64,19,948
October, 2023	0.50	0.40	828.12	0.48	0.42	6,14,93,194
November, 2023	0.55	0.40	1197.83	0.47	0.42	4,29,11,140
December, 2023	0.55	0.40	1554.98	0.49	0.45	9,35,07,936
January, 2024	0.95	0.45	8620.28	0.76	0.46	17,24,77,957
February, 2024	0.85	0.50	3259.42	0.81	0.65	5,13,87,977
March, 2024	0.60	0.45	1291.55	0.64	0.45	4,97,78,352

Share Transfer System

Share transfers, where transfer documents are found in order, are registered and returned in the normal course within a period of 15 days from the date of receipt of the documents. Any requests for Dematerialization / re-materialization of shares are processed and confirmation is given to depositories i.e. National Securities Depositories Limited (NSDL) or Central Depositories Services (India) Limited (CDSL), as the case may be, within 30 days from the date of receipt.

Dematerialization of Shares

Pursuant to an agreement with the NSDL and CDSL, the shareholders have the option to dematerialize their shares with either of the depositories. Equity shares of the Company are actively traded at National Stock Exchange & Bombay Stock Exchange.

Status of Issued Capital as on 31st March, 2023*

Total Issued Capital	No. of Shareholders	No. of Shares	% to total shareholding
NSDL (Demat Form)	68267	1245869399	33.22%
CDSL (Demat Form)	445613	2519768620	66.55%
Physical Form	1981	8798636	0.23%5
TOTAL	515861	3774436655	100.00

*The above mentioned data is as on March 23, 2023 as after that the BenPos data has been blocked by the Depositories due to Non Payment of Annual Custodial Charges for the F.Y. 2023-24 and E-voting Charges for the F.Y 2022-23.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2023*

Shareholding of Nominal Value of (₹)	No. of shareholders	% to total no. of shareholders	Amount in (₹)	% to total shareholding
1 - 5000	425811	82.54%	431746660	11.44%
5,001-10,000	39800	7.72%	315971086	8.37%
10,001-20,000	23084	4.47%	342249465	9.07%
20,001-30,000	8921	1.73%	224289094	5.94%
30,001-40,000	3870	0.75%	138059936	3.66%

40,001-50,000	3863	0.75%	183883346	4.87%
50,001-1,00,000	6093	1.18%	464471235	12.31%
1,00,001 and above	4419	0.86%	1673765833	44.34%
TOTAL	515861	100.00%	3774436655	100.00%

***The above mentioned data is as on March 23, 2023 as after that the BenPos data has been blocked by the Depositories due to Non Payment of Annual Custodial Charges for the F.Y. 2023-24 and E-voting Charges for the F.Y 2022-23.**

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2023*

Category	No. of Shares	% of Total
A. Promoters	73694990	1.95
B. Non-Promoter Holding		
1. Financial Institutions/Banks	46750	0.00
2. Individual	3562342880	94.39
3. NBFC's Registered	0	0.00
4. Bodies Corporate	66915113	1.77
5. NRI's/OCB's	61804501	1.64
6. Trusts	3400	0.00
7. Director's or Director's Relatives	154768	0.00
8. KMP	1100	0.00
9. Foreign Companies	128161	0.00
10. Clearing Member	9344992	0.25
TOTAL	3774436655	100.00%

***The above mentioned data is as on March 23, 2023 as after that the BenPos data has been blocked by the Depositories due to Non Payment of Annual Custodial Charges for the F.Y. 2023-24 and E-voting Charges for the F.Y 2022-23.**

Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has no GDRs/ADRs or any commercial instrument pending conversion.

Commodity price risk or foreign exchange risk and hedging activities

The Company monitors the price of key commodities closely and formulates the procurement strategies basis actual price movements / trends /projections in India and Global Markets. The Company has adequate governance structure of aligning and reviewing the procurement strategies in line with external and internal dynamics.

The Company does not hedge foreign exchange risk as the exposure is not material.

ADDITIONAL INFORMATION

Investor Relations Section

The Investors Relations Section is located at the Registered Office of the Company.

Contact Person	:	Mrs. Garima Singh Compliance Officer
Time	:	10:00 AM to 6:00 PM On all working days of the Company (except Sundays)
Telephone	:	011-43571043-44
Fax	:	011-43571047
Email	:	gsingh@mpsinfotec.com

SEBI Complaints Redress System (SCORES):

SCORES, i.e., a SEBI Complaints Redress System is a centralized web based complaints redress system which serves as a centralized database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company is registered with SEBI under the SCORES system.

Prohibition of Insider Trading:

In compliance with SEBI's Regulations on Prevention of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for all the Directors, Officers and the designated employees of the Company. The Code lays down the Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

OTHER DISCLOSURES

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large

- All related party transactions are placed before the Audit Committee and also the Board meeting for approval. Approval of the Audit Committee and Board was obtained on a yearly basis for the transactions which are of a foreseen or repetition nature. The Policy on Related Party Transactions is available on the Company's Website on the below mentioned link: https://www.mpsinfotec.com/investors_zone.html. The details of the Related Party Transactions in Form AOC-2 are annexed to the Directors' Report.
- Suitable disclosure as required by applicable Accounting Standards (IND AS) has been made in the notes to the Financial Statements.
- The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations as are applicable to the company. The Company also endeavours to follow Non-Mandatory requirements.
- During the year under review, the senior management of the company did not enter into any material financial and commercial transaction in which they may have had potential conflict with the interest of the Company at large. As on 31st March, 2024, Mr. Sanjay Sharma, Chief Financial Officer & Mrs Garima Singh, Company Secretary & Compliance Officer, Mr. Prakash Choradia, AGM Legal were the Senior Management Personnel. During the year, there was no change in the Senior Management Personnel of the Company.

b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

1. SEBI had investigated the GDR issue of the Company and vide SEBI (WTM's) order dated 6th March, 2020 inter-alia, had directed that-(a) Company shall continue to pursue the measures to bring back the outstanding amount of \$6.90, million into its bank account in India; Company is restrained 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 orders, for an additional period of two years from the date of bringing back the money. It is further to the stakeholders that the SEBI Adjudication officer vide its order dated 27.11.2020 had imposed a penalty of Rs. 25,00,000/- on the Company. The Company is also in receipt of recovery Certificate from SEBI and consequent thereon the SEBI has freed the bank accounts of the Company from April, 2021. The Company has filed an appeal before the Hon'ble Securities Appellate Tribunal, against the orders dated 06/03/2020 and 27/11/2020 and the same finally heard on 15.09.2023. And after hearing the appeals were dismissed vide order dated 27.09.2023. Against the said order of dismissal, the company had filed Review Application before the Hon'ble Securities Appellate Tribunal which was also dismissed vide order dated 8th December 2023. The Company has filed Special Leave Petition (SLP) vide Diary No. 11017 on 8th March 2024 before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide order dated 16th April 2024 has dismissed the appeal with the observation that it will be open to the appellants to argue before the Courts of Portugal that the impugned judgment(s) will not, in any way affect their right to recovery. In terms of the order dated 27th September 2023 and 8th December 2023 passed by the Hon'ble Securities Appellate Tribunal, the company has to pay the penalty of Rs. 25,00,000/- along with interest @ 12% p.a. from 27th November 2020.
2. Your Company had increased its Authorized Share Capital during the Financial Year 2010-11 to 2012-13 however, due to losses suffered by the company and also because of change in the global circumstances and financial constraints suffered by the Company in business, the requisite e-form 5 (Form SH-7) in respect of increase in Authorized Capital could not be filed and paid. Meanwhile the schedule of fees was increased as per the Companies Act, 2013. However, the Authorized Share Capital was increased prior to the applicability of Companies Act, 2013. The company has filed a Writ Petition bearing No. WP(C) 5199 of 2015 before the Hon'ble High Court of Delhi challenging the applicability of provisions prescribed under Para 3 of Table B under Companies (Registration Offices and Fees) Rules 2014, which has been decided against the Company. The said Writ Petition was dismissed vide order dated 15th January 2019. Aggrieved by the Orders of Hon'ble Delhi High Court, the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide order dated 07.11.2023 has dismissed the said SLP. Now the company has to pay the Fees and additional fees as per the provisions of Companies Act, 2013.
3. Default in payment of Annual Listing Fees for the F.Y. 2022-23, 2023-24 and 2024-25 to the Stock Exchanges, due to which Promoters D-mat Accounts has been freed for Debit, Trading in the shares of the Company is restricted and trading in the shares of the company has been suspended. Delay in payment of Annual Listing Fees to the exchange attracts interest [18% interest will be charges by NSE and 12% interest will be charged by BSE].
4. Default in payment of Annual Custodial Charges and E-voting charges for the F.Y. 2023-24 depositories (CDSL & NSDL) due to which Depositories have blocked the access to the BenPos Data to the Company's RTA. Delayed payment of Depositories fees attracts interest @ 12% p.a.
5. Non-Submission of Shareholding Pattern for Quarter ended September 30, 2023, December 31, 2023, March 31, 2024 and June 30, 2024 due to non-availability of Shareholders Data as Data has been blocked by the depositories due to non-payment of Annual Custodial Charges to the Depositories. The Company has disputed the charges being excessive and have made representations, however, the depositories have not responded to the same. As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, non-submission of SHP pursuant to Regulation 31 of Listing Regulations, 2015, attracts penalty of Rs. 2,000/- per day.

6. Non-submission of Annual Report for the F.Y ended 2022-23. The Company has not submitted audited Annual Report for the F.Y. ended 2022-23 since Audited Financial Statement for FY 2022-23 has not been adopted and no annual general meeting of the company has been held. The Company could hold its Annual General Meeting consequently Annual Report for the FY 2022-23 could not be adopted and submitted with the Stock Exchanges. The Depositories has blocked the BenPos of the Company for non-payment of Annual Custodial Charges consequently notice convening Annual general Meeting could not be sent in terms of the provisions of the Companies Act, 2013 and the Listing Regulations. Since AGM could not be convened, the Annual Report for FY 2022-23 could not be approved / adopted by the Share Holders, hence, Annual Report for FY 2022-23 could not be submitted with the Stock Exchanges. The Company has disputed the charges being excessive and have made representations, however, the depositories have not responded to the same. As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, non-compliance with the provisions of regulation 34 of the Listing Regulations attracts fine of Rs. 2,000/- per day.

7. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee

In accordance with the provisions of Section 177(9) of the Companies Act 2013 and the Rules made thereunder and also Regulation 22 of the SEBI (LODR) Regulations 2015, Whistle Blower Policy of the Company can be visited at its website http://www.mpsinfotec.com/investors_zone.html under the tab "Policies". The Company has not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and it has provided protection to "Whistle Blowers" from unfair termination and other unfair or prejudicial employment practices.

8. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

All the applicable mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the SEBI (LODR) Regulations, 2015.

9. Web link where policy for determining 'material' subsidiaries is disclosed

The Company has no material subsidiary as defined under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended or under the Companies Act, 2013, as amended, for the year ending March 31st, 2023.

10. Disclosure of commodity price risks and commodity hedging activities

The Company monitors the price of key commodities closely and formulates the procurement strategies basis actual price movements / trends / projections in India and Global Markets. The Company has adequate governance structure of aligning and reviewing the procurement strategies in line with external and internal dynamics.

11. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority

The Certificate dated 24th May, 2024 received from M/s. Kundan Agrawal & Associates Practicing Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such Statutory Authority "**Annexure-D.**"

12. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

The Company has paid fees of Rs. 1,50,000/- to Statutory Auditors for all services and includes past outstanding.

13. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder and same is posted on the website of the Company and can be accessed at http://www.mpsinfotec.com/investors_zone.html . No complaint has been received during the financial year 2023-24.

14. Disclosure with respect to demat suspense account/unclaimed suspense account

Your company tried to open an escrow demat suspense account / unclaimed suspense account as the company BO cannot be setup as PAN is present in the Banned entity list. Necessary information has been sent to SEBI and has sought clarification.

15. Dematerialization of Shares

Shareholders are requested to convert their physical holding to demat/electronic form through any of the Depository Participants to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.

Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180th day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant

(DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest, to avoid any kind of inconvenience. Necessary communication in this regard has already been sent separately to the shareholders by the Company.

16. Consolidation of Multiple Folios

Shareholders, who have multiple folios in identical names, are requested to apply for consolidation of such folios and the relevant share certificates to the Company/its Registrar and Transfer Agent.

17. Updation of Registered Address with the Company

Shareholders are requested to update their addresses registered with the Company directly through the Share Transfer Agent, to receive all communications promptly. Shareholders holding shares in electronic form are requested to deal only with their Depository Participants in respect of change of address.

DISCRETIONARY REQUIREMENTS

Furnishing of half yearly results:

The Company's half yearly results are published in the newspapers and also posted on its website i.e. www.mpsinfotec.com and are, therefore, not sent to the shareholders. However, the Company furnishes the quarterly and half yearly results on receipt of a request from the shareholders.

Reporting of Internal Auditor:

The Internal Auditor of the Company directly reports to the Audit Committee of the Company.

COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the SEBI (LODR) Regulations, 2015.

"Go Green" Initiative

As a continuing endeavor towards the "Go Green" initiative, the Company has sent various notices/documents/Annual reports to the shareholders through electronic modes at their e-mail id registered with the Depository Participants. The shareholders, who have so far opted for it, are being provided these documents in electronic mode and further, the copy of such documents is also be available on the website of the Company i.e. www.mpsinfotec.com.

You are also entitled to be furnished, a physical copy of the above documents of the Company on demand. We would greatly appreciate and encourage more Members to register their email address with their Depository Participant or the Registrar and Transfer Agent of the Company, to receive soft copies of the Annual Report, Postal Ballot Notices and other information disseminated by the Company, on a real-time basis without any delay.

CEO and CFO Certification

The Certificate issued by the Managing Director (CEO) and Chief Financial Officer (CFO) certifying the accuracy of the financial statements and adequacy of internal controls for financial reporting, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended, forms part of this Annual Report.

**For and on behalf of the Board
MPS Infotecnics Limited**

**Place: New Delhi
Date: 30th May, 2024**

**SD/-
Peeyush Kumar Aggarwal
Chairman & Managing Director
DIN: 00090423**

Declaration as required under Schedule V Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I declare that all Board Members and Senior Management have individually affirmed compliance with the code of business conduct and ethics adopted by the company during the year 2023-24. The Code of conduct is available on the Company's website i.e. www.mpsinfotec.com.

**For and on behalf of the Board
MPS Infotecnics Limited**

**Place: New Delhi
Date: 30th May, 2024**

**SD/-
Peeyush Kumar Aggarwal
Chairman & Managing Director
DIN: 00090423**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of MPS Infotecnics Ltd.

We have examined the compliance of conditions of Corporate Governance by MPS Infotecnics Ltd. for the financial year ended 31st March, 2024, as stipulated under Regulation 17 to 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of management. Our Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the 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 the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that as per the report given by the Registrar and Transfer Agent of the Company to the Stakeholder' Relationship Committee, as on March 31, 2024, there were no investor grievance matters against the Company remaining unattended / pending for more than 15 days.

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

**For Nemani Garg Agarwal & Co.,
Chartered Accountants
Firm Registration No. 010192N**

**SD/-
Jeetmal Khandelwal
Partner
Membership Number - 074267**

**Place: New Delhi
Date: 30th May, 2024**

CEO & CFO Certification

**To
The Board of Directors
MPS Infotecnics Limited
New Delhi**

We, Peeyush Kumar Aggarwal, Managing Director and Sanjay Shama, Chief Finance Officer (CFO) of MPS Infotecnics Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2024 and:
 - (i) These Financial Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These Financial Statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations;
- (b) There is, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2024, which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and Audit Committee that for the year ended 31st March, 2024, there were:
 - (i) Significant changes, if any, in internal control over financial reporting during the year;
 - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) No instances of significant fraud of which we have become aware and there has been no involvement therein of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

**SD/-
Peeyush Kumar Aggarwal
Chairman & Managing Director**

**SD/-
Sanjay Sharma
Chief Financial Officer**

**Place: Delhi
Date: 30th May, 2024**

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rupees.

Sl. No.	Particulars	Details			Amount in Rs.
1	Name of subsidiary	Axis Convergence INC	Greenwire Network Limited	Opentech Thai Network Specialists Limited	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April 2023 to 31 st March 2024	1 st April 2023 to 31 st March 2024	1 st April 2023 to 31 st March 2024	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	US Dollar	US Dollar	Thai Bhat	
4	Share Capital	807160	559360	12020053	
5	Reserves & Surplus	72437394.77	11143834.34	(12139360.91)	
6	Total Assets	116675686.76	67602392.83	1738594.90	
7	Total Liabilities	43431131.99	55899198.49	1857902.81	
8	Investments			4629.00	
9	Turnover	-	-	-	
10	Profit before taxation	-	-	-	
11	Provision for taxation	-	-	-	
12	Profit after taxation	-	-	-	
13	Proposed Dividend	-	-	-	
14	% of Shareholding	100%	100%	99.996%	

1.Name of Subsidiaries which are yet to commence operations-Not Applicable

2.Name of Subsidiaries which have been liquidated or sold during the year-Not Applicable

Part "B": Associate and Joint Ventures

Statement Pursuant to Sec.129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associates or Joint Ventures	Not Applicable	Not Applicable	Not Applicable
1	Latest Audited Balance Sheet Date	-	-	-
2	Date on which the Associate or Joint Venture was associated or acquired	-	-	-
3	Shares of Associate or Joint Ventures held by the Company on the Year End	-	-	-
	No.	-	-	-
	Amount of Investment in Associates or Joint Ventures	-	-	-
	Extent of Holding (in percentage)	-	-	-
4	Description of how there is significant influence	-	-	-
5	Reason why the Associate/Joint Venture is not Consolidated	-	-	-
6	Networth attributable to Shareholding as per latest Audited Balance Sheet	-	-	-
7	Profit or Loss of the Year	-	-	-
(i)	Considered in Consolidation	-	-	-
(ii)	Not Considered in Consolidation	-	-	-

1.Name of Associates or Joint Ventures which are yet to commence operations-Not Applicable

2.Name of Associates or Joint ventures which have been liquidated or sold during the year-Not Applicable

**For & on behalf of the Board of Directors
MPS Infotecnics Limited**

SD/-

**Place: New Delhi
Date: May 30, 2024**

**Peeyush Kumar Aggarwal
Chairman & Managing Director**

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

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

1. Details of contracts or arrangements or transactions not at arm's length basis - NOT APPLICABLE

	a	<i>Name(s) of the related party and nature of relationship</i>			
	b	<i>Nature of contracts/arrangements/transaction</i>			
	c	<i>Duration of the contracts/arrangements/transaction</i>			
	d	<i>Salient terms of the contracts or arrangements or transactions including the value, if any</i>			
	e	<i>Justification for entering into such contracts or arrangements or transactions</i>			
	f	<i>date(s) of approval by the Board</i>			
	g	<i>Amount paid as advances, if any:</i>			
	h	<i>Date on which the special resolution was passed in general meeting as required under first proviso to section 188</i>			

2. Details of material contracts or arrangement or transactions at arm's length basis							
a	<i>Name(s) of the related party and nature of relationship</i>	Mr. Peeyush Kumar Aggarwal - Promoter	Omkam Global Capital Pvt. Ltd. - Mr. Peeyush Aggarwal is also a Director in OGCL	E-visesh.com Limited, Mr. Peeyush Kumar Aggarwal is the Managing Director of MPS and holds majority of Shares in E-visesh.com Limited.	MPS Informatics Private Limited- Mr. Peeyush Kumar Aggarwal is a common director.	Omkam Developers Limited--Mr. Peeyush Kumar Aggarwal is a common director	
b	<i>Nature of contracts/arrangements/ transaction</i>	Unsecured Loans Received From The Director And Payable On Demand By Mps Infotecnics Limited	Current Liabilities-Other Payables	Current Receivables- Other Assets	Current Liabilities-Other Payables	Current Receivables-Other Assets	
c	<i>Duration of the contracts/arrangements/ transaction</i>	Payable on Demand	Payable on Demand	Being set off agaist payment made on behalf of MPS	Payable on Demand	Being set off agaist payment made on behalf of MPS	
d	<i>Salient terms of the contracts or arrangements or transactions including the value, if any</i>	The promoter director had been infusing funds from time to time for the smooth functioning of the Company and to meet short term fund requirements. During the year under review, Mr. Peeyush Aggarwal had infused Rs. 8.55 lacs . In aggregate, the company over the years, has received a sum of Rs. 1969.98 lacs . The funds received by the promoter are repayable on demand and/or as and when the company has surplus funds and interest free.	Mr. Peeyush Aggarwal, Promoter Director of the Company is also a promoter director of Omkam Global capital Pvt. Ltd. (OGCL). The company had receiving funds from OGCL as advance, however at the advice of the statutory Auditors, the same is now being shown under the heading Other Liabilities. The funds received by the company are repayable on demand and/or as and when the company has surplus funds. During the year under review a sum of Rs. 29.3 lacs was received by the Company. As on 31.03.2024 the total amount payable by the company to OGCL is Rs.	M/s. E-visesh.com Limited- Mr. Peeyush Kumar Aggarwal is the Managing Director of MPS and holds majority of Shares in E-visesh.com Limited.During the year under review, the Company had an advanced a sum of Rs. 1.31 lacs and as on 31.03.2024 the total amount recoverable is Rs.0.69 lacs.	M/s. MPS Informatics Private Limited- Mr. Peeyush Kumar Aggarwal is a common director. The Company had receiving funds from MPS Informatics Private Limited as advance, however at the advice of Statutory Auditors, the same is being shown under the heading Other Liabilities. The Funds received by the Company are repayable on demand and/or as	M/s. Omkam Developers Limited- Mr. Peeyush Kumar Aggarwal is a common director. The Company had receiving funds from Omkam Developers Limited as advance, however at the advice of Statutory Auditors, the same is being shown under the heading Other Liabilities. The Funds received by the Company are repayable on demand and/or as and when the Company has surplus funds. During the year under review theCompany had an advanced a sum of Rs. 18.2 . As on 31.03.2024 the total amount payable by the CCompany to MPS Informatics is Rs.19.24 lacs. The funds made available by MPS Informatics is interest free and repayable on demand and/or as and when the	

				862.11 lacs. The funds made available by OGCL is interest free and repayable on demand and/or as and when the company has surplus funds.		and when the Company has surplus funds. During the year under review the Company had not received any payment from MPS Informatics Private Limited. As on 31.03.2024 the total amount payable by the COmpany to MPS Informatics is Rs.189.09 lacs. The funds made available by MPS Informatics is interest free and repayable on demand and/or as and when the company has surplus funds.	company has surplus funds.
		<i>Date(s) of approval by the Board</i>	30.05.2024	30.05.2024	30.05.2024	30.05.2024	30.05.2024
		<i>Amount paid as advances, if any:</i>	N.A	N.A	N.A	N.A	N.A
		<i>Date on which the special resolution was passed in general meeting as required under first proviso to section 188</i>					



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
M/s MPS Infotecnics Limited
703, Arunachal Building, 19,
Barakhamba Road, Connaught Place,
New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s MPS Infotecnics Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

- a) 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.
- b) We have followed the audit practices and processes as are appropriate to obtain reasonable assurance 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. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:



(Secretarial Audit Report for F.Y 2023-2024 for M/s MPS Infotecnics Limited)

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (vi) Indian Stamp Act, 1899;
- (vii) Indian Contract Act, 1872;
- (viii) Income Tax Act, 1961 and indirect tax laws;
- (ix) Applicable Labour Laws; and
- (x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
The company needs to comply with Secretarial Standards more effectively.
- Listing Agreements entered into by the Company with National Stock Exchange (NSE) and BSE Limited.

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



(Secretarial Audit Report for F.Y 2023-2024 for M/s MPS Infotecnics Limited)

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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. Company management has taken steps for maintaining more proper compliance system. *but some documents, registers, files are needed to be maintained in more complied and updated manner; also adherence to the rules and provisions of the act for drafting of minutes will be appreciated.*
- *SEBI vide its order dated 06.03.200 has 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 of whatsoever till the time USD 8.90 million is brought back and thereafter, for an addition period of two years from the date of bringing back the money. The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, against the order dated 06.03.2020, The Company had filed an appeal before the Hon'ble Securities Appellate Tribunal (SAT), Mumbai. Hon'ble Securities Appellate Tribunal order dated 27.09.2023 dismissed the said appeal, revision filed was dismissed by Hon'ble Securities Appellate Tribunal vide order dated 08.12.2023. Special Leave Petition (SLP) filed by the Company was dismissed vide order dated 16.04.2024. Review has been filed before the Hon'ble Supreme Court which is pending adjudication.*
- *SEBI vide order dated 27.11.2020, in the matter of GDR issue of MPS Infotecnics Limited, had imposed penalty of Rs. 10 Cr. for violating the provisions of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003, Section 21 of SCRA, 1956 read with Clause 32, 36(7) and 50 of the listing agreement. In the appeal, referred by the Company before Hon'ble Securities Appellate Tribunal, the Hon'ble Securities Appellate Tribunal vide its order dated 27.09.2023 reduced the penalty from Rs. 10 Cr to Rs. 25 lacs. The Company has not paid the said penalty despite the fact that the Special Leave Petition (SLP) filed before Hon'ble Supreme Court has been dismissed as on the date of this report. We have been informed by the management that it has filed review which is still pending adjudication.*
- *The company has increased its authorized capital from 52.45 crores to 377.50 crores in FY 2010-2011 to 2012-2013 respectively against which ROC fees of Rs. 7.81 crores (Fees calculated as per Companies Act, 1956) still stands payable under the head current liabilities in the financial statements of the period under review.*
- *Annual Listing Fees for 2 financial years is pending and payable.*



- *Company is required to have better system for circulating notice of meetings along with agenda and notes to agenda, draft minutes to the directors and submitting the same to stock exchanges when and as required.*
- *The Audited Financial Results for the FY 2022-23 are provisional as the Members are yet to adopt the same. The Company has not been able to convene Annual General Meeting despite extension of 3 months granted by ROC.*
- *The Companies has not obtained approval from the shareholders for the related party transactions as no Annual General Meeting for the FY 2022-23 was convened.*
- *The depositories i.e., CDSL & NSDL had blocked the BenPos of the Company due to non-payment of Annual Custodial Charges for the FY 2023-24 and E-voting Charges for the FY 2021-22*
- *Trading in the scrip of the Company has been restricted due to the non-submission of Shareholding Pattern for the Quarter Ended 30.06.2023, 31.12.2023 & 31.03.2024 pursuant to Reg. 31 of the SEBI Listing Regulations, 2015 and Annual Report pursuant to Reg. 34 of the SEBI, Listing Regulations, 2015.*
- *There are three foreign subsidiaries of the company. However, the company is not regular in complying with the RBI directives issued in this regard as well as FEMA compliances.*

We further report that based on the information received and records maintained 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.

Disclaimer: -

- 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.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the company

**For Kundan Agrawal & Associates
Company Secretaries
FRN: S2009DE113700**



**Place: Delhi
Date: 03/09/2024**

**Kundan Agrawal
Company Secretary
Membership No.: - 7631
C.P. No. 8325
UDIN: F007631F001115958**



Saurav Upadhyay & Associates

Company Secretaries

Mobile: 09958383309

E-mail: cssauravupadhyay@gmail.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
MPS Infotecnics Limited
703, Arunachal Building, 19,
Barakhamba Road, Connaught Place, New Delhi-110001

We, Saurav Upadhyay & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MPS Infotecnics Limited** having CIN L30007DL1989PLC131190 and having registered office at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No	Name of Director	DIN	Date of appointment	Date of Cessation during the Year
1.	*Mr. Peeyush Kumar Aggarwal	00090423	03/09/1997	NA
2.	Mr. Manoj Kumar Jain	01887411	02/06/2014	29/06/2023
3.	Mrs. Madhu Sharma	06947852	02/03/2015	NA
4.	Mr. Santosh Pradhan	00354664	08/01/2020	NA
5.	Mr. Rachit Garg	07574194	30/05/2018	NA
6.	**Mr. Ram Niwas Sharma	08427985	28/09/2023	Vacation of office pursuant to section 161(1) of the Companies Act, 2013
7.	**Mr. Pankaj Chander	00053351	28/09/2023	Vacation of office pursuant to section 161(1) of the Companies Act, 2013

*In our Certificate dated 24.06.2023 we had stated that NSE vide its order dated 27.01.2022 expelled M/s. Omkam Capital Markets Private Limited & consequently the directors, mainly Mr. Peeyush Kumar Aggarwal was disqualified from being director of any Company which is a trading member of Stock Exchange.

We had also stated in our Certificate dated 24.06.2023 that M/s. Omkam Capital Markets Private Limited had filed an appeal against the expulsion order of NSE before the Hon'ble Securities Appellate Tribunal which was pending adjudication as on the date of the previous year's certificate i.e. certificate dated 24.06.2023.

We have now been informed by the Management and on the basis of the order dated 22.08.2023 passed by the Hon'ble Securities Appellate Tribunal, the Hon'ble Securities Appellate Tribunal has set aside the expulsion order and penalty to the tune of Rs. 8.22 lakh has been informed; we certify that the disqualification of Directors





Saurav Upadhyay & Associates

Company Secretaries

Mobile: 09958383309

E-mail: cssauravupadhyay@gmail.com

Of Omkam Capital Markets Pvt. Ltd. namely Mr. Peeyush Kumar Aggarwal DIN: 00090423, pursuant to Clause (iv) sub-rule 4(A) & 5 of the Securities (Contract) Regulation Rules, 1957 is not attracted now.

On the basis of records produced, we certify that the said penalty has been paid as on the date of this certificate.

**The term of Mr. Pankaj Chander and Mr. Ram Niwas Sharma who were appointed as additional directors by the Board in their meeting held on 28th September, 2023, has expired pursuant to the provisions of section 161(1) of the Companies Act, 2013.

Mr. Pankaj Chander and Mr. Ram Niwas Sharma held the office of the Additional Director till the conclusion of Annual General Meeting of the Company, however the Annual General Meeting of the Company could not be held even during the extended period of holding of Annual General Meeting, hence they ceased to be the Additional Directors of the Company.

Further upon the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company, has re-appointed Mr. Pankaj Chander (DIN: 00053351) as " Additional Director" (Non-Executive & Independent) and Mr. Ram Niwas Sharma (DIN: 08427985) as " Additional Director" (Non-Executive & Non-Independent) with effect from 14.05.2024, subject to the approval of the members in the ensuing Annual General Meeting of the Company.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Saurav Upadhyay & Associates
Company Secretaries
FRN: S2022DE852500

Date: 24/05/2024

Place: Delhi



Saurav Upadhyay
Company Secretary
C.P. No. 25283
M.No-A67860
UDIN: A067860F000442740



NEMANI GARG AGARWAL & CO.

CHARTERED ACCOUNTANTS

1517, DEVIKA TOWER, 6, NEHRU PLACE, NEW DELHI - 110019.

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

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

To,
The Members of MPS Infotecnics Limited
Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **MPS Infotecnics Limited** ("MPS" or "the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit & Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the Significant Accounting Policies and other explanatory information (hereinafter referred to as *Standalone Financial Statements*).

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matters described in the "Basis for Qualified Opinion" section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is invited to the following key matter – observations in the said financial statements:

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 E and F (Schedule to the accounts) and applying Ind AS 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. 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 accounting policies G and I (Schedule to the accounts) applying 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 above.
- 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 realizability 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 in terms of provisions of Companies Act, 2013 has become due and payable. However the management has not provided the increased liability of ROC Fees, however, the company has made provision of Rs. 7.32 Cr upto 31.03.2023 and Rs. Rs. 0.49 Crores for FY 2023-24. The provision to the extent of RS. 7.81 crores are appearing under "Current Liabilities" in Financial Statements. The losses and provisions are understated to the extent of Differential final liability in 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.
- VII. The company has considered Sundry debtors of Rs. 1660.64 lac due for more 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 process has not been followed. We therefore are unable to comment to the extent unprovided bad and doubtful debts and there 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 is filing a Review Petition before the Hon'ble Apex Court. The company has not paid the penalty amount of Rs. 25.00 lacs, as of the date of this Audit Report, however necessary provision has been made in the books which appear under the head "Current Liabilities"

- IX Listing fees for FY 2022-23 & 2023-24 to NSE and BSE amounting to Rs. 11.00 Lacs & Rs. 9.57 lacs respectively outstanding due to which the demat accounts of promoters have been frozen by the Exchanges; 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 .
- 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 attracts interest @ 12% p.a. The company has disputed the charges being charged by the Depositories hence no provision towards Annual Custodial Charges has been made in the books of account w.r.t. Custodial charges payable to CDSL hence losses of the company to the extent of Rs. 60.77 lacs, are under stated.
- XI Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December 2023 (the extended time) has not been convened which is in contravention of the provisions of sections 96, 97 & 98 of the Companies Act, 2013 which is punishable under section 99 of the Companies Act, 2013. Consequently, the Audited financial statements of the Company for the FY 2022-23 are not adopted by Shareholders of the Company till the date of the Audit Report for the FY 2023-24.
- XII Consequently Shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023 & 31/03/2024 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 the imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed.
- XIII The company has not submitted an 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 a fine of Rs. 2,64,320/- (including GST @ 18%) each upto 31.03.2024 which has not been provided in the Books of Accounts.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs).

Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the *Basis for Qualified Opinion* section above, we have determined the matters described below to be the key audit matters to be communicated in our report.

Company's business model

MPS's existing business model has been impacted by the uncertainty due to various factors including but not limited to, foreign exchange fluctuations, stiff competition, purchase in cash and sales on credit basis, regulatory restraints. This has resulted in losses leading to difficulty in bank financing and increasing dependence on loans from others. The Company hopes to recover and recover losses and make profits over the coming years.

Emphasis of matter

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

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a no material misstatement of this other information. We have nothing to report in this regard.



Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in ;

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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, please refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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, as amended, 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 on its financial position in its standalone financial statements.
 - ii. There are no long term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - h) (a)The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b)The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding,



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

- i) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- j) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April 2023

Based on our examination which included test check, the Company has used accounting software for maintaining its books of accounts which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

Further for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instances of the audit trail feature being tempered with.

- k) The company has not declared or proposed dividend during the year.

For **Nemani Garg Agarwal & Co.,**
Chartered Accountants
Firm Reg. No.010192N



J.M. Khandelwal
Partner

Membership no. 074267

UDIN:- 24074267BKHGUX8843

Place : New Delhi

Date : 30th May, 2024

Annexure – B

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

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

Opinion

We have audited the internal financial controls with reference to financial statements of MPS Infotecnics Ltd. ("the Company") as of 31 March 2024 in conjunction with our audit of the stand-alone financial statements of the Company for the year ended on that date.

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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility

our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.



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

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

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (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 with reference to Financial Statements

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

For Nemani Garg Agarwal & Co.,

Chartered Accountants

Firm Reg. No. 010192N

J.M. Khandelwal

J.M. Khandelwal

Partner

Membership no. 074267

UDIN:- 24074267BKHGUX8843

Place: New Delhi

Date: 30/05/2024



AUDITED STANDALONE BALANCE-SHEET AS AT 31st MARCH 2024

(Rs.in Hundreds)

PARTICULARS	NOTE NO.	AS AT	
		31.03.2024	31.03.2023
ASSETS			
NON CURRENT ASSETS			
PROPERTY, PLANT AND EQUIPMENT	2(a)	4,668.62	4,690.86
CAPITAL WORK IN PROGRESS		-	-
INVESTMENT PROPERTY		-	-
INTANGIBLE ASSETS	2(b)	991,752.06	1,236,717.28
INTANGIBLE ASSETS UNDER DEVELOPMENT	2(C)	5,644,397.55	5,644,397.55
FINANCIAL ASSETS			
INVESTMENTS	3	6,174,851.95	6,174,851.95
LOANS		-	-
OTHER FINANCIAL ASSETS		-	-
DEFERRED TAX ASSETS (NET)		-	-
OTHER NON CURRENT ASSETS	4	22,300,409.11	22,306,085.34
TOTAL NON CURRENT ASSETS		35,116,079.28	35,366,742.99
CURRENT ASSETS			
INVENTORIES	5	6,222,045.66	6,222,045.66
FINANCIAL ASSETS			
TRADE RECEIVABLES	6	1,662,984.39	1,672,894.65
CASH AND CASH EQUIVALENTS	7 (a)	89.13	28.55
BANK BALANCES & LOANS	7 (b)	3,492,418.98	3,491,617.22
OTHER FINANCIAL ASSETS		-	-
CURRENT TAX ASSETS (NET)		-	-
OTHER CURRENT ASSETS	8	102,780.50	109,571.41
TOTAL CURRENT ASSETS		11,480,318.65	11,496,157.48
TOTAL ASSETS		46,596,397.94	46,862,900.47
EQUITY AND LIABILITIES			
EQUITY SHARE CAPITAL	9	37,744,366.55	37,744,366.55
OTHER EQUITY	10	4,541,726.96	4,896,286.58
TOTAL EQUITY		42,286,093.51	42,640,653.13
LIABILITIES			
NON-CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
BORROWINGS	11	-	-
DEFERRED TAX LIABILITY (NET)		220,928.54	266,551.63
OTHER NON CURRENT LIABILITIES		-	-
TOTAL NON-CURRENT LIABILITIES		220,928.54	266,551.63
CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
BORROWINGS	12	3,094,088.85	3,057,035.38
TRADE PAYABLES		94.94	1,221.65
OTHER FINANCIAL LIABILITIES		-	-
SHORT TERM PROVISIONS	13	44,468.09	43,471.21
OTHER CURRENT LIABILITIES	14	950,724.00	853,967.43
CURRENT TAX LIABILITY		-	-
TOTAL CURRENT LIABILITIES		4,089,375.87	3,955,695.67
TOTAL EQUITY AND LIABILITIES		46,596,397.94	46,862,900.47
SIGNIFICANT ACCOUNTING POLICIES AND ON FINANCIAL STATEMENTS	NOTES 1 2		
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As per our Audit Report of even date

For Nemani Garg Agarwal & Co.

Chartered Accountants

FRN No. : 010192N

Jeetmal Khandelwal

Partner

M.No. : 074267

UDIN: 24074267BKHGX8843

Place : New Delhi



For and on behalf of the Board of Directors

Peeyush Aggarwal
Managing Director

DIN: 00090423

Garima Singh
Company Secretary

Rachit Garg
Director

DIN: 07574194

Sanjay Sharma
Chief Financial Officer

MPS Infotecnics Limited
CIN: L30007DL1989PLC31190
703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Standalone Statement of Profit & Loss Account for the year ended 31st March 2024

PARTICULARS	NOTE NO.	(Rs. in Hundreds)	
		YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
REVENUE			
REVENUE FROM OPERATIONS	15	53,903.10	56,346.81
OTHER INCOME	16	682.58	97,645.12
TOTAL REVENUE		54,585.68	153,991.93
EXPENDITURE			
PURCHASE OF STOCK -IN -TRADE & SERVICES		45,119.14	44,301.33
CHANGE IN INVENTORIES	17	-	-
EMPLOYEE BENEFIT EXPENSES	18	27,077.52	25,103.34
FINANCE COST	19	-	6,674.16
DEPRECIATION & AMORTISATION EXPENSES		244,987.46	356,631.95
OTHER EXPENSES	20	139,369.69	225,783.30
TOTAL EXPENDITURE		456,553.81	658,494.08
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS & TAX		(401,968.13)	(504,502.15)
EXCEPTIONAL ITEM		-	-
PROFIT / (LOSS) BEFORE TAX		(401,968.13)	(504,502.15)
TAX EXPENSES			
- CURRENT TAX		-	-
- EARLIER YEARS (NET)		-	-
- DEFERRED TAX Expense(-)/ (Income){+}(NET)		(46,087.30)	(64,121.30)
PROFIT / (LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS		(355,880.83)	(440,380.85)
PROFIT / (LOSS) FROM DISCONTINUED OPERATIONS		-	-
TAX EXPENSES OF DISCONTINUED OPERATIONS		-	-
PROFIT / (LOSS) FROM DISCONTINUED OPERATIONS (AFTER TAX)		-	-
PROFIT / (LOSS) FOR THE YEAR		(355,880.83)	(440,380.85)
OTHER COMPREHENSIVE INCOME			
ITEMS THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO PROFIT & LOSS			
- REMEASUREMENTS OF THE DEFINED BENEFIT(LIABILITY)/ASSET		1,785.41	1,943.58
- DEFERRED TAX Expense(-)/ (Income){+}(NET) on OCI		464.21	505.33
- GAIN OR LOSS ARISING ON FAIR VALUATION OF EQUITY INSTRUMENT		-	-
- ITEM THAT WILL BE RECLASSIFIED SUBSEQUENTLY TO PROFIT & LOSS		-	-
TOTAL OTHER COMPREHENSIVE INCOME (NET OF TAX)		1,321.20	1,438.25
TOTAL COMPREHENSIVE INCOME FOR THE YEAR COMPRISING PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR		(354,559.63)	(438,942.60)
EARNING PER SHARE (EQUITY SHARE OF RS 10/- EACH) - BASIC & DILUTED	25	(0.009)	(0.012)

SIGNIFICANT ACCOUNTING POLICIES AND ON FINANCIAL STATEMENTS NOTES 1
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As per our Audit Report of even date

For Nemani Garg Agarwal & Co.

Chartered Accountants

FRN No. : 010192N

Jeetmal Khandelwal

Jeetmal Khandelwal

Partner

M.No. : 074267

UDIN: 24074267BKHGUX8843

Place : New Delhi

Date : 30th May 2024



For and on behalf of the Board of Directors

Peeyush Aggarwal

Peeyush Aggarwal
Managing Director
DIN: 00090423

Garima Singh

Garima Singh
Company Secretary

Rachit Garg

Rachit Garg
Director
DIN: 07574194

Sanjay Sharma

Sanjay Sharma
Chief Financial Officer

MPS Infotecnics Limited
L30007DL1989PLC31190
703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001
Standalone Cash Flow Statement for the year ended 31st March, 2024

Particulars	(Rs. in Hundreds)	
	AS AT 31-Mar-24	AS AT 31-Mar-23
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(401,968.13)	(504,502.16)
Adjustment for :		
Depreciation & Amortisation	244,987.46	356,631.96
Leave Encashment	1,295.68	1,231.29
Gratuity	1,486.61	1,402.32
Interest & Other Costs	-	6,674.16
Interest Received	(547.77)	(580.66)
(Profit) / Loss on sale of Fixed Assets	-	-
Operating Profit Before Working Capital Changes	(154,746.15)	(139,143.09)
(Increase)/Decrease in Current Assets	16,701.17	107,723.04
Increase/(Decrease) in Current Liabilities	95,629.85	58,251.99
Net Cash from Operating Activities (A)	(42,415.13)	26,831.94
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Change in Capital WIP	-	-
Interest Received	547.77	580.66
Long term Loans & Advances	5,676.23	(7,518.25)
Net Cash Outflow in Investing Activities (B)	6,224.00	(6,937.59)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	-	-
Share Application Money Received	-	-
Increase / (Decrease) in Long Term Borrowings	-	-
Increase / (Decrease) in Short Term Borrowings	37,053.47	(13,245.85)
Prior Period Item	-	-
Interest Paid	-	(6,674.16)
Net Cash inflow from Financing Activities (C)	37,053.47	(19,920.01)
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	862.34	(25.66)
Cash and Cash Equivalent as at 01/04/2023	3,491,645.77	3,491,671.43
Cash and Cash Equivalent as at 31/03/2024	3,492,508.11	3,491,645.77

- Comparative figures have been regrouped wherever necessary.
- The cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard – 3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules, 2006.
- These earmarked account balances with banks can be utilised only for the specific identified purposes.
- Bank Balance as shown in cash and Cash Equivalents amounting to Rs. 34,78,92,163 in Banco Efisa bank in Potugal is not available for use, because the bank has wrongly Debited the account by same amount, the matter is in court of Law.

As per our Audit Report of even date
For Nemani Garg Agarwal & Co.
Chartered Accountants



Jeetmal Khandelwal
Partner
M.No. : 074267
UDIN: 24074267BKHGUX8843
Place : New Delhi
Date : 30th May 2024



For and on behalf of the Board of Directors

 
Peeyush Aggarwal Managing Director
DIN: 00090423

Rachit Garg
Director
DIN: 07574194


Garima Singh
Company Secretary


Sanjay Sharma
Chief Financial Officer

MPS Infotecnics Limited
L30007DL1989PLC31190
Statement of changes in Equity as at 31st March 2024

A. Equity Share Capital

Particulars	Number	Amount Rs.
Balance as at 31st March 2021	3,774,436,655	3,774,436,655.00
Changes in Equity Share Capital	-	-
Balance as at 31st March 2022	3,774,436,655	3,774,436,655.00
Changes in Equity Share Capital	-	-
Balance as at 31st March 2023	3,774,436,655	3,774,436,655.00

B. Other Equity

Particulars	Other Equity					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earning	Other Comprehensive Income	
Balance as at April 1,2022	514,571.16	8,991,025.06	260,734.30	(4,453,627.81)	22,526.48	5,335,229.20
Profit /(Loss) for the Year	-	-	-	(440,380.86)	-	(440,380.86)
Other Comprehensive Income for the Yer	-	-	-	-	1,438.25	1,438.25
Total Comprehensive Income for the Year	-	-	-	(440,380.86)	1,438.25	(438,942.61)
Dividend Paid on Shares	-	-	-	-	-	-
Transfer to General Reserve during the Year	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-
As at 31st March, 2023	514,571.16	8,991,025.06	260,734.30	(4,894,008.67)	23,964.73	4,896,286.58

Balance as at April 1,2023	514,571.16	8,991,025.06	260,734.30	(4,894,008.67)	23,964.73	4,896,286.58
Profit /(Loss) for the Year	-	-	-	(355,880.83)	-	(355,880.83)
Other Comprehensive Income for the Year	-	-	-	-	1,321.20	1,321.20
Total Comprehensive Income for the Year	-	-	-	(355,880.83)	1,321.20	(354,559.63)
Dividend Paid on Shares	-	-	-	-	-	-
Transfer to General Reserve during the Year	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-
As at 31st March, 2024	514,571.16	8,991,025.06	260,734.30	(5,249,890.50)	25,285.93	4,541,726.96



Note 2 - Property, Plants & Machinery

Description	Rate	Gross Block			Depreciation / Amortization		Net Block		
		As At 01.04.2023	Additions / Adjustments	Deductions / Adjustments	As At 31.03.2024	As At 01.04.2023	For the Year Deduction 3 /	As At 31.03.2024	As At 31.03.2023
A. TANGIBLE ASSETS									
Building	1.60%	-	-	-	-	-	-	-	-
Plant & Machinery									
- Computers and Peripherals	16.21%	343,268.83	-	-	343,268.83	-	342,424.79	844.04	844.04
-Office Equipments	4.75%	143,294.13	-	-	142,700.13	1.87	142,702.00	592.13	594.00
Vehicles	9.50%	43,799.93	-	-	42,791.96	-	42,791.96	1,006.97	1,006.97
Furniture & Fixtures	6.33%	155,391.64	-	-	153,145.79	20.38	153,146.17	2,245.85	2,245.85
Sub Total (A)		685,753.53	-	-	681,062.67	22.25	681,084.92	4,668.62	4,680.86
B. INTANGIBLE ASSETS :									
Goodwill	10%	28,000.00	-	-	28,000.00	-	28,000.00	-	-
Software	10%	3,565,750.00	-	-	2,329,032.73	244,965.22	2,573,997.95	991,752.06	1,236,717.27
Sub Total (B)		3,593,750.00	-	-	2,357,032.73	244,965.22	2,601,997.95	991,752.06	1,236,717.27
Total (A+B)		4,279,503.53	-	-	3,038,095.40	244,987.46	3,283,083.87	996,420.68	1,241,408.13
C. CAPITAL WORK IN PROGRESS									
Capital Work-in-Progress (Including Advances on Capital Account)		5,644,397.55	-	-	5,644,397.55	-	-	5,644,397.55	5,644,397.55
Grand Total A+B+C		9,923,901.08	-	-	9,923,901.08	244,987.46	3,283,083.87	6,540,818.23	6,885,805.68

Description	RATE	Gross Block			Depreciation / Amortization		Net Block		
		As At 01.04.2023	Additions / Adjustments	Deductions / Adjustments	As At 01.04.2023	As At 31.03.2023	For the Year Deduction 3 /	As At 31.03.2023	
A. TANGIBLE ASSETS :									
Building	1.63%	-	-	-	-	-	-	-	-
Plant & Machinery									
-Computer and Peripherals	16.21%	343,268.83	-	-	342,424.79	-	342,424.79	844.04	844.04
-Office Equipments	4.75%	143,294.13	-	-	142,081.13	19.00	142,700.13	594.00	613.00
Vehicles	9.50%	43,798.93	-	-	42,791.96	0.00	42,791.96	1,006.97	1,006.97
Furniture & Fixtures	6.23%	155,391.64	-	-	153,107.84	37.96	153,145.80	2,245.84	2,283.80
Sub Total (A)		685,753.53	-	-	681,062.68	56.95	681,062.68	4,690.86	4,747.80
B. INTANGIBLE ASSETS :									
Goodwill	10.00%	28,000.00	-	-	28,000.00	-	28,000.00	-	-
Software	10.00%	3,565,750.00	-	-	1,972,457.73	356,575.00	2,329,032.73	1,236,717.27	1,593,292.37
Sub Total (B)		3,593,750.00	-	-	2,000,457.73	356,575.00	2,457,032.73	1,236,717.27	1,593,292.37
Total (A+B)		4,279,503.53	-	-	2,681,463.46	356,631.95	3,038,095.41	1,241,408.13	1,598,040.06
Capital Work-in-Progress (Including Advances on Capital Account)		5,644,397.55	-	-	5,644,397.55	-	-	5,644,397.55	5,644,397.55
Grand Total		9,923,901.08	-	-	2,681,463.46	356,631.95	3,038,095.41	6,885,805.68	7,242,437.61



1. The Company has developed or customized various computer software in house. The company has source code for all these software and has all the rights over the product. However there is no formal registration of IP. The company has shown these software under the sub-head "Software" under the head "Intangible" in its financial statements and the same is certified by the management. Capital WIP includes various software product underdeveloped / developed which also includes software with third party for development/modification.

MPS Infotecncs Limited

(Rs. in Hundreds)

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
3	NON-CURRENT INVESTMENTS		
	In Equity Shares of Subsidiaries Companies		
	Axis Convergence Inc -20000 Equity Share (20000 E.S.)	4,039,859.05	4,039,859.05
	Greenwire Network Ltd.-25641 Equity Share(25641 E.S.)	2,014,792.37	2,014,792.37
	Opentec Thai Network Specialists Co. Limited-129995 Equity Shares (129995 E.S.)	120,200.53	120,200.53
	Total	6,174,851.95	6,174,851.95

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
4	OTHER NON CURNET ASSETS		
	a. LONG-TERM LOANS & ADVANCES		
	Advances with Tax Authorities	90,658.79	91,594.21
	Other Loans and Advances	22,209,436.44	22,214,177.25
	Total (a)	22,300,095.23	22,305,771.46
	b. OTHER NON CURRENT ASSETS		
	Prepaid Rent on Security Deposit	313.88	313.88
	Total (a)	313.88	313.88
	Total (a) + (b)	22,300,409.11	22,306,085.34

Notes :

- Other Loans & Advances are subject to balance confirmation.
- During the financial year 2013-14, due to change in business plan and consequential ammendment in terms, Capital Advances amounting to Rs. 220 Crore has been taken as long term advances and included in Other Loans & Advances.

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
5	INVENTORIES		
	Stock-in-Trade	6,222,045.66	6,222,045.66
	Total	6,222,045.66	6,222,045.66

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
6	TRADE RECEIVABLES		
	Trade Receivables		
	Trade Receivables#	1,662,984.39	1,672,894.65
	Receivables from related parties		
	Less: Provision for doubtful debts		
	Trade Receivables	1,662,984.39	1,672,894.65
	Current portion	1,662,984.39	1,672,894.65
	Non-current portion	-	-
	Breakup of security details		
	Trade Receivable Considered good-Secured	-	-
	Trade Receivable Considered good-Unsecured	1,662,984.39	1,672,894.65
	Trade Receivable which has significant increase in credit risk	-	-
	Trade receivable credit impaired	-	-
	Total	1,662,984.39	1,672,894.65
	Provision for doubtful debts	-	-
	Total trade receivables	1,662,984.39	1,672,894.65

Notes :- Trade Receivables subject to balance confirmation. The management considers the same is good and recoverable.



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
7 (a)	CASH BALANCES		
	Cash in hand	89.13	28.55
	Total (a)	89.13	28.55
7(b)	BANK BALANCES		
	Balances with Banks	5,997.35	5,995.58
	Fixed Deposits with Banks	7,500.00	6,700.00
	Balances with Foreign Bank - Banco Efisa	3,478,921.63	3,478,921.63
	Total (b)	3,492,418.98	3,491,617.21
	Total (a)+(b)	3,492,508.11	3,491,645.76

Note: The funds raised by the Company from GDR issue during F.Y. 2007-08 were kept in fixed deposit account with Banco Efisa, Lisbon, Portugal, as the said amount was to be deployed in terms of INFORMATION MEMORANDUM of the GDR issue. During the F.Y. 2008-09, the Bank in Portugal, Banco Efisa wrongly debited an amount of USD 8,883,210.75 out of the balance lying in the Company's Account with the Bank. The Company has denied and disputed this debit and had initiated legal action under criminal jurisprudence of Portuguese Law. During the criminal investigation, several new facts/documents have come to our knowledge and based on the evaluation of new facts/documents by Barristers, Senior Advocates and investigation carried out of in India, London and Portugal; your Company has initiated a strong civil action for recovery of USD 8,883,210.75, along with interest, against Banco Efisa and its Holding Company, wherein the Portuguese advocates confirm that the chances of recovery are very high.

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
8	OTHER CURRENT ASSETS		
	SHORT TERM LOANS & ADVANCES		
	Advances to Staff	-	-
	Staff Loan Amortisation Adj.	-	-
	Advance to Suppliers	19,591.45	19,695.76
	Advance with Tax Authorities	41,395.77	38,291.62
	Staff Advance	-	191.75
	Total (a)	60,987.22	58,179.13
	OTHER CURRENT ASSETS		
	Security Deposits	4,523.34	4,523.34
	Security Deposit Ammortisation Adjustment	(313.88)	(313.88)
	Prepaid Expenses	32,576.95	41,923.72
	Interest accrued but not due	5,006.87	5,259.10
	Total (b)	41,793.28	51,392.27
	Total (a) + (b)	102,780.50	109,571.41

Note : Other Loans & Advances, Advance to suppliers are subject to balance confirmation, however these loans and advances are good and recoverable.



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
9	SHARE CAPITAL		
	Equity Share Capital		
	Authorised Share Capital :	37,750,000.00	37,750,000.00
	3,775,000,000 Equity Share of Re.1/- each (Previous Year 3,775,000,000 equity share of Re. 1/- each)		
(a)	Issued, Subscribed & Paid Up Share Capital :	37,744,366.55	37,744,366.55
	(377,44,36,655 Equity Shares of Re. 1/- each Includes 102,404,764 Equity Shares Consequent to issue of 46,54,762 GDR vide information Memorandum Dated December 4 , 2007)		
	Total	37,744,366.55	37,744,366.55

Notes:

- The Company has only one class of equity shares having a par value of Re.1/- each per share. Each holder of equity share is entitled to one vote per share.
- In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company after discharging the liabilities of the Company.
- 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 in terms of provisions of Companies Act, 2013 has become due and payable. However, the management has not provided the increased liability of ROC fee, yet the Company has made provision of Rs. 7.32 Cr upto 31.03.2023. Further during the FY 2023-24 provision of differential amount of Rs. 0.49 Crores has been made under "Current Liabilities"

The Details of Shareholders holding more than 5 % shares :

Name of the Shareholder	31st March, 2024		31st March, 2023	
	No. of Shares	% held	No. of Shares	% held
Mr. Peeyush Aggarwal	73,647,300	1.95	73,647,300	1.95

Details of shares held by promoters as on 31.03.2024

S. No.	Promoter's Name	No. of shares
1	Mr. Peeyush Aggarwal	73,647,300
2	Omkam Capital Markets Pvt. Ltd.	47,690

Details of shares held by promoters as on 31.03.2023

S. No.	Promoter's Name	No. of shares
1	Mr. Peeyush Aggarwal	73,647,300
2	Omkam Capital Markets Pvt. Ltd.	47,690

The reconciliation of the number of shares outstanding is set out as below

Particulars	31st March, 2024 No. of Shares	31st March, 2023 No. of Shares
Equity Shares at the beginning of the year	3,774,436,655	3,774,436,655
Add: Shares issued on conversion of convertible warrants	-	-
Add: Shares issued as Bonus Shares	-	-
Equity Shares at the end of the year	3,774,436,655	3,774,436,655

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
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10 OTHER EQUITY

a. Reserves & Surplus

Capital Reserve	514,571.16	514,571.16
Securities Premium Reserve	8,991,025.06	8,991,025.06
General Reserve	260,734.30	260,734.30

(Less):-

Retained earnings

Deficit in earlier year	(4,894,008.67)	(4,453,627.81)
Deficit during the year	(355,880.83)	(440,380.86)
	(5,249,889.50)	(4,894,008.67)

Total a

4,516,441.02 **4,872,321.85**

b. Other Comprehensive Income

Items that will not be subsequently reclassified to OCI

Opening Balance	23,964.73	22,526.48
Add: OCI Income / (Loss) of the year	1,321.20	1,438.25
Total b	25,285.93	23,964.73

Total (a+b) **4,541,726.96** **4,896,286.58**



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
11	LONG TERM BORROWINGS		
	Secured		
	Loans from Other Banks & Institution	-	-
	Total	-	-

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
12	SHORT TERM BORROWING		
	Secured		
	Working Capital Loan	-	-
	Unsecured		
	From Directors	1,969,981.87	1,978,534.08
	From Corporate	1,124,106.98	1,078,501.30
	Total	3,094,088.85	3,057,035.38

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
13	SHORT TERM PROVISIONS		
	Provision for Income Tax	20,800.74	20,800.74
	Provisions for Employees Benefits - Leave Encashment	11,088.57	10,695.57
	Provisions for Employees Benefits - Gratuity	12,578.78	11,974.90
	Total	44,468.09	43,471.21

Note: Income tax liability amounting to Rs. 20.80 Lacs in respect of assesment year 2013-14, still payable against which provision for income tax, had already been made in the books of account. As such this liability has no further impact on the profits / retained earnings of the reported period of the company.

(ii) Other Unsecured loans included a sum of Rs. 196,998,187/- from directors.

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
14	OTHER CURRENT LIABLITIES		
	Advance from customers	43,881.29	52,507.05
	Statutory Dues	2,916.36	7,183.31
	Other Payables	903,926.35	794,277.08
	Total	950,724.00	853,967.43

Note : Other payable includes Rs. 7.81 Crores towards ROC fees in connection with increase in Authorised share capital from Rs. 52.45 Crores to Rs. 377.50 Crores in various EGMs held and Merger through Court orders held during the Period from FY 2010-11 to FY 2012-13. Kindly refere Note No. 1 (2) under the head "Share Capital".

Note: Trade Payables are subject to balance conirmation.



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
15	REVENUE FROM OPERATIONS		
	Sale of Products & Services	53,903.10	56,346.81
	Total	53,903.10	56,346.81
16	OTHER INCOME		
	Miscellaneous Income	134.81	3,390.44
	Gain on the Settlement - Indian Bank	-	93,674.01
	Interest income	547.77	580.66
	Total	682.58	97,645.12
17	CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
	Opening Stock	6,222,045.66	6,222,045.66
	Less: Closing Stock	6,222,045.66	6,222,045.66
	Total	-	-
18	EMPLOYEE'S BENEFIT EXPENSES		
	Salaries and Wages	26,720.51	24,803.33
	Contribution to Provident and Other Funds	285.00	285.00
	Staff Welfare Expenses	72.01	15.01
	Total	27,077.52	25,103.34
19	FINANCE COST		
	Interest Expenses	-	6,674.16
	Total	-	6,674.16
20	OTHER EXPENSES		
	Advertisement and Publicity	693.60	892.80
	AGM / Board Meeting Expenses	-	3,234.07
	Audit Fees	1,500.00	1,500.00
	Bank Charges	903.24	1,065.45
	Communication Expenses	152.92	152.86
	Conveyance Expenses	283.76	69.30
	Sundry Debtors WrittenOff	-	106,000.00
	Software Expenses	192.45	55.05
	Legal & Professional Charges	549.08	1,055.54
	Listing Fees	19,188.60	26,298.60
	Power, Fuel & Water Charges	1,392.55	1,181.63
	Printing & Stationery	224.06	-
	Rates & Taxes	76,571.89	49,065.96
	Rent Charges	33,963.60	33,963.60
	Repair & Maintenance Charges	972.97	1,111.15
	Short & Excess	181.16	0.38
	Sundry balances WrittenOff	2,270.50	-
	Travelling Expenses (In Land) - Others	329.31	136.90
	Total	139,369.69	225,783.30



MPS Infotecnics Limited

Note 21 - Disclosure Under Accounting Standard 21- Transactions occurred in Foreign Currency

(Rs. in Hundreds)

Particulars	(Rs. in Hundreds)	
	As at 31st March, 2024	As at 31st March, 2023
Import/Export in Foreign Currency		
FOB Value of Export	-	-
Value of Imports	4,987.04	290.09
Expenditure in Foreign Currency	-	-

Note 22 - Disclosure under Accounting Standard 29 - Contingent Liabilities to the extent of note provided in the books of accounts

A. Dues of Income Tax

- a) A.Y. 2008-09 NIL (Previous Year Rs. 43,851,395/-),
b) A.Y. 2009-10 NIL (Previous Year Rs. 27,487,250/-)
c) A.Y. 2010-11 NIL (Previous Year Rs. 27,306,810-)

B. Company had filed Special Leave Petition before Hon'ble Supreme Court of India against order passed by Hon'ble Delhi High Court for increase fee of ROC, payable for increase in Authorised Capital which was dismissed by Hon'ble Supreme Court of India, on November 7, 2023. The Company is in process to take appropriate action as per advice received from the legal experts. (Contingent liability for the previous financial year ending as on 31.03.2023, was Rs. 5,47,35,992/-)

C. Custodial fee payable to CDSL Rs. 60.77 Lac (Previous Year Rs. NIL)

Note 23 - Payment to auditors

Particulars	(Rs. In Hundred)	
	As at 31st March, 2024	As at 31st March, 2023
Audit Fee for -Statutory Audit	1,500.00	1,500.00



Note 24 - Disclosure Under Indian Accounting Standard 24 - RELATED PARTY

(Rs. in Hundreds)

Description of Relationship	Names of Related Parties	Outstanding Balance As At 31st March, 2024	Balance As At 31st March, 2023
Ultimate Holding Company	No		
Holding Company	No		
Subsidiary Companies	Axis Convergence Inc Greenwire Network Limited Opentec Thai Network Specialists Limited		
Fellow Subsidiary Company	No		
Key Management Personnel (KMP)	Mr. Peeyush Kumar Aggarwal (Chairman & M.D.) Mr. Vishal Anand (CEO) Ms. Garima Singh (Company Secretary) Mr. Sanjay Sharma (CFO)	(1,969,981.87) 1,714.29 (290.00) -	(1,978,534.08) (1,714.29) (290.00) (625.00)
Relatives of KMP	None		
Entities in which KMP/ Relatives of KMP can exercise significant influence	Omkam Global Capital Private Limited Omkam Developers Limited E-visesh.com Limited MPS Informatics Pvt. Ltd.	(862,114.08) (19,244.27) 694.94 (189,089.27)	(835,752.66) - 5,423.20 (189,089.27)

Note:
1. Related Parties transactions during the year, have been identified by the management

Particulars

	Mr. Peeyush Aggarwal	Omkam Global Capital Private Limited	MPS Informatics Pvt. Ltd.	Omkam Developers Limited	E-visesh.com Limited	Ms. Garima Singh	Mr. Sanjay Sharma	Mr. Vishal Anand
Sale of Goods								
Purchase of Goods								
Loan from Directors (Previous Year)	(8,552.21)							
Other Advances (Previous Year)	(58,282.16)	26,361.42		19,244.27				
Advance given (Previous Year)		(92,412.34)	(176,721.35)					
Advance given (Previous Year)					4,728.25			
Remuneration to Directors & KMPs (Previous Year)					(1,301.92)	3,480.00	7,825.00	
						(3,200.00)	(7,825.00)	



Note 25 - Disclosure under Indian Accounting Standard 33 - EARNINGS PER SHARE (EPS)

(Rs. in Hundred except EPS)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<u>Basic</u>		
Net Profit after tax as per Statement of Profit & Loss attributable to equity shareholders	(355,880.83)	(440,380.85)
Weighted Average number of equity shares used as denominator for calculation of EPS	3,774,436,655	3,774,436,655
Basic Earnings per share (Rs.)	(0.009)	(0.012)
Face Value per equity share (Rs.)	1.00	1.00
<u>Diluted / Weighted</u>		
Net Profit after tax as per Statement of Profit & Loss attributable to equity shareholders	(355,880.83)	(440,380.85)
Weighted Average number of equity shares used as denominator for calculation of EPS	3,774,436,655	3,774,436,655
Diluted / Weighted Earnings per share (Rs.)	(0.009)	(0.012)
Face Value per equity share (Rs.)	1.00	1.00



(Amount in Rs. Hundred)

Particulars	Depreciation	Provision for Employee's Benefits	Provision for Deferred Tax on OCI	Total
As at 31st March 2022	(335,882.51)	5,714.91		(330,167.60)
(Charged / Credited: - to profit or loss	63,436.56	179.41	505.33	64,121.30
(Charged / Credited: - to other comprehensive income	-	-	(505.33)	(505.33)
As at 31st March 2023	(272,445.95)	5,894.32	-	(266,551.63)
(Charged / Credited: - to profit or loss	45,828.11	259.19		46,087.30
(Charged / Credited: - to other comprehensive income	-	-	(464.21)	(464.21)
As at 31st March 2024	(272,445.95)	5,894.32	(464.21)	(220,928.54)



MPS Infotecnics Limited

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Ratio Analysis (2023-24)						REMARKS
Sl. No.	Particulars	Formula	Financial Year 2023-24	Financial Year 2022-23	% Variance	
1	Current Ratio	Current Assets / Current Liability	2.81	2.91	(3.40)	
2	Debt-to-Equity Ratio	Debts (Long Term and Short Term) / Equity Shareholder Fund	0.07	0.05	46.34	Due to lower base of borrowings in both year
3	Debt Service Coverage Ratio	EBIDT / Interest+Principal	(4.24)	(0.49)	767.31	Due to lower business operations in both year
4	Return on Equity Ratio	Net Income /Average Shareholder's Equity	(0.002)	(0.01)	(79.61)	Due to lower base of business operations in both year
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	0.002	0.002	1.85	
6	Receivables turnover	Sales / Trade Receivable	0.03	0.03	(3.77)	
7	Trade Payable Turnover Ratio	Purchases / Trade Payable	475.25	36.26	1,210.55	Trade Payable was low as compare to Previous Year
8	Net Capital Turnover Ratio	Sales/Average Working Capital	0.00	0.00	(2.40)	
9	Net Profit Margin Ratio	Net Income / Net Sales	(6.60)	(7.82)	(15.52)	
10	Return on Capital Employed	EBIT/ Total Assets - Current Liabilities	(0.01)	(0.01)	(18.50)	Due to lower base of business operations in both year
11	Return on Investment	EBIT/Average Operating Assets	(0.00)	(0.00)	(18.54)	Due to lower base of business operations in both year



31. The Company has not paid any remuneration to the directors during the year hence no requirement of compliance of provisions of section 196, 197, 203 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Schedule V of the Companies Act 2013.
32. The debit and credit balances standing in the name of parties are subject to confirmation from them.
33. In the opinion of the Board of Directors, the non-current assets, the current assets, loans & advances are fully realizable at the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate in the opinion of board.
34. **Employee Benefits**

A. Defined Contribution Plan

The Company has contributed to Employee Provident Fund, under defined contribution plans. The provident fund is operated by the Regional Provident Fund Commissioner.

During the year the company has recognized the following amounts in the Statement of Profit & Loss:

Particulars	(Rs. In Hundreds)	
	March 31, 2024	March 31, 2023
Employer's Contribution to Provident Fund	285.00	285.00

B. Defined Benefit Plan

The present value obligation in respect of gratuity & Leave Encashment are determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The summarized positions of various defined benefits are as under:-

i. Actuarial Assumptions

	Gratuity/Leave Encashment (unfunded) March 31, 2024	Gratuity/Leave Encashment (unfunded) March 31, 2023
Discount Rate (per annum)	7.18%	7.32%
Salary Escalation	8.50%	8.50%
Attrition rate:		
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00
Mortality Rates	100% of India Assured Lives 2012-14 Ultimate	100% of India Assured Lives 2012-14 Ultimate

Note:

Discount rate should be based on the yield to maturity on high quality corporate bonds having term similar to that of the liability.



ii. Change in Gratuity A/c Obligation

(Rs. In Hundreds)

S. No.	Particulars	31/03/2024	31/03/2023
a.	Present value of obligation as at the beginning of the period	11,974.90	11,612.70
b.	Interest Cost	876.56	794.31
c.	Service Cost	610.05	608.01
d.	Benefits Paid	-	-
e.	Total Actuarial (Gain)/Loss on Obligation	(882.73)	(1040.12)
f.	Present value of obligation as at the End of the period	12,578.78	11,974.90

iii. Change in Leave Encashment A/c Obligation

(Rs. In Hundreds)

S. No.	Particulars	31/03/2024	31/03/2023
a.	Present value of obligation as at the beginning of the period	10,695.56	10,367.74
b.	Interest Cost	782.91	709.15
c.	Service Cost	512.77	522.14
d.	Benefits Paid	--	--
e.	Total Actuarial (Gain)/Loss on Obligation	(902.68)	(903.47)
f.	Present value of obligation as at the End of the period	11,088.56	10,695.56

35. Ageing of Trade Payable (Creditors)

As on 31.03.2024

(Rs. In Hundreds)

Particulars	Amount of Trade Payable outstanding from due date of payment				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	94.94	-	-	-	94.94
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

As on 31.03.2023

(Rs. In Hundreds)

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs/Lacs)				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-



Undisputed Dues – Others	1,221.65	-	-	-	1,221.65
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

36. Ageing of Trade Receivable (Debtors)

As on 31.03.2024

(Rs. In Hundreds)

Particulars	Amount of Trade Receivable outstanding from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables-considered good	2,315.67	1,635.52			1,659,033.19	1,662,984.38
Undisputed Trade receivables-considered doubtful	-	-	-	-		
Disputed Trade receivables-considered good	-	-	-	-		
Disputed Trade receivables-considered doubtful	-	-	-	-	-	-

As on 31.03.2023

(Rs. In Hundreds)

Particulars	Amount of Trade Receivable outstanding from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables considered good	7,934.65	2,913.12			1,662,046.88	1,672,894.65
Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
Disputed Trade	-	-	-	-	-	-



receivables considered good						
Disputed Trade receivables considered doubtful	-	-	-	-	-	-

37. During the year, Company has no outstanding loans from any bank or financial institutions.
38. Necessary disclosures under Micro, Small and Medium Enterprises Development Act 2006, could not be considered for previous years as the relevant information to identify the suppliers who were covered under the said Act were not received from such parties during the previous years.
39. **Title Deeds of immovable Property:** The Company had no immovable property during the year.
40. **Revaluation of Property, Plant and Equipment:** During the financial year, the Company has not re-valued any of its Property, Plant & Equipment.
41. **Disclosure of loans/advances given to Directors/KMP/Related parties:-**

Disclosure w.r.t loans and advances which are:-

- a. repayable on demand or
- b. without specifying any terms or period of repayment are as follows:

Type of Borrower	As on 31.03.2024		As on 31.03.2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

42. **Benami Properties :** No Benami property was there during the year under consideration.
43. **Borrowings from Banks/FI on the basis of security of Current Assets:** Company had no working capital limit with bank hence the Company has not submitted quarterly current assets statement with bank, during the year under review.



44. The company has not been declared as willful defaulter by any bank of financial institution or any other lender.
45. **Transactions with Struck-off Companies:** The Company has not entered into any transactions with struck off companies under section 248 of the Companies Act 2013 or Section 560 of Companies Act 1956.
46. **Registration of Charges or Satisfaction :** During the year, company has no charge to declare.
47. **Compliance with layers of the companies:-**
The company has complied with the number of layers prescribed under Clause (87) of the Act read with Companies (Restriction on number of Layers) Rules 2017.
48. **Scheme of Arrangement :** During the year, the company has not entered into any scheme or arrangement in terms of Section 230 to 237 of the Companies Act 2013.
49. During the year no income was surrendered or disclosed as income in the tax Assessments.
50. **Use of Borrowed Funds:** During the year Company has not borrowed any funds from banks and Financial Institutions.
51. The company has not dealt in Crypto Currency during the year.
52. The Company has not advanced or loaned or invested funds to any other person or entities with an understanding that the intermediary will invest or provide any guarantee, security or the like to or on behalf of ultimate beneficiaries.
53. The Company has not received any fund from any person (s) or entity(s), including foreign entities (Funding party) with the understanding that the company shall directly or indirectly invest or provide any guarantee, security or the like to or on behalf of funding party.
54. In the opinion of the Board, all current assets have a value on realization in the ordinary course of business which is equal to the amount at which they are stated in financial statements.
55. Additional information, to the extent applicable, required under paragraphs 5 (viii) (c) of general instructions for preparation of the Statement of profit & Loss as per schedule III to the Companies Act, 2013

(A) Composition of Raw Material Consumption:

(Rs. In Hundreds)

Raw Material Consumption	2023-24		2022-23	
	Value	Percentage	Value	Percentage
Imported	Nil	Nil	Nil	Nil
Indigenous	Nil	Nil	Nil	Nil

(B) Value of Imports on CIF basis:-

Particulars	2023-24	2022-23
Raw Material	NIL	NIL



(C) Earning in Foreign Currency:

Particulars	2023-24	2022-23
F.O.B Value of Exports	NIL	NIL

(D) Expenditure in Foreign Currency (on payment basis):

Particulars	2023-24	2022-23
Expenditure in Foreign Currency	NIL	NIL

56. There are no separate reportable segments as per IND AS-108.

57. Previous year figures have been regrouped, rearranged wherever necessary to correspond with the current year's classification/disclosure.

For Nemani Garg Agarwal & Co.

For and on behalf of the Board of Directors of MPS Infotecnics Limited

Chartered Accountants
Firm Regn. No. : 010192N


(Jeetmal Khandelwal)
Partner
Membership No. 074267


(Peeyush Aggarwal)
Managing Director
DIN: 00090423


(Rachit Garg)
Director
DIN: 07574194


(Garima Singh)
Company Secretary


(Sanjay Sharma)
CFO

UDIN:- 24074267BKHGUX8843
Place: New Delhi
Date: 30th May, 2024



MPS INFOTECNICS LIMITED
CIN: L30007DL1989PLC31190
703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance with Ind AS

In accordance with the notification dated 16th February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 1st April, 2016 with restatement of previous year figures presented in this financial statements. Accordingly, the financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The Company has adopted all the applicable Ind AS and the adoption was carried out in accordance with Ind AS-101 First time adoption of Indian Accounting Standards.

The transition was carried out from Generally Accepted Accounting Principles in India which comprised of applicable Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India (ICAI), relevant applicable provisions of the Companies Act, 1956, and the Companies Act, 2013 to the extent applicable and the applicable guidelines issued by the Securities and Exchange Board of India (SEBI) ("Previous GAAP").

These financial statements for the year ended 31st March, 2019 are the second financial statements of the Company prepared in accordance with Ind AS. The date of transition to Ind AS was 1st April, 2016.

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are approved for issue by the Board of Directors has been considered in preparing these financial statements.

A. Basis of Accounting & Preparation of Financial Statements

These financial statements are prepared on the accrual basis of accounting, under the historical cost convention except for the following:

- i) Certain financial assets and financial liabilities measured at fair value;

There is no change in the system of accounting as being consistently followed from earlier years unless otherwise stated.

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time between procurement of raw material and realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Property, plant and equipment (PPE) and Capital work-in-progress (CWIP)

Transition to Ind AS

The Company has elected to continue with carrying value of all Property, plant and equipment and Capital work-in-progress (CWIP) under the previous GAAP as deemed cost as at the transition date i.e. 1st April, 2016.

Under the previous GAAP, Property, plant and equipment were stated at their original cost (net of accumulated depreciation and impairment) adjusted by revaluation of certain assets.

The Property, plant and equipment (PPE) and Capital work-in-progress (CWIP) are stated at cost net of carvat credit and/or at revalued price less accumulated depreciation and Accumulated Impairment.

Useful life of assets are considered on the basis of schedule-II of Companies Act 2013.



Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

D. Leases

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term

E. Intangible Assets

Transition to Ind AS:

The Company has elected to continue with carrying value of computer software under the previous GAAP, as deemed cost as at the transition date i.e. 1st April, 2016. Under the previous GAAP, computer software was stated at their original cost (net of accumulated amortization and accumulated impairment, if any).

Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortization and impairment, if any.

F. Depreciation and Amortisation

Depreciation on fixed assets is provided to the extent of depreciable amount on straight line method (SLM) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 over their useful life. Intangible Assets are amortised over a period of 10 years considering the useful life of the underlying assets on Straight Line Basis.

G. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

H. Foreign Currency Transactions

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognised as exchange difference
- (c) Non monetary foreign currency items are carried at cost.
- (d) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

I. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.



Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets, such as properties. Involvement of external valuers is decided by the management after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Financial instruments

Financial assets and financial liabilities are recognised in the Balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity and debt securities, trade and other receivables, loans and advances, cash and bank balances and derivative financial instruments.



Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- 1) At amortised cost,
- 2) At fair value through other comprehensive income (FVTOCI), and
- 3) At fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- 1) The asset is held within a business model whose objective is to hold the asset for collecting contractual cash flows, and
- 2) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value except in case of investment in subsidiary carried at deemed cost and associate carried at cost.

Deemed cost is the carrying amount under the previous GAAP as at the transition date i.e. 1st April, 2016. Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in profit or loss. The Company may make an irrevocable election to present in OCI subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognised as gain or loss to the extent it arises from change in input to valuation technique. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI.

There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, charges in bringing them to their respective present location and condition.

J. Revenue Recognition

Revenue from Fixed Price Software Contracts is recognised principally on the basis of completed Milestones as specified in the contracts.

Software Development and Services are recognised on time basis as per terms of specified contracts

Sale of Software / Hardware products is recognised on the dispatch of goods from company's premises. No provision has been made for possible returns or expenses during the warranty period.

Income from Annual Maintenance Contracts, Web Hosting and Domain Registration are accounted for in the ratio of period expired to the total period of the contract and the amount received from the customers towards the un-expired portion of such contract is treated as advance received.

Interest Income is recognized on time proportion basis.

K. Employee Benefits

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



(b) Post employment benefits:

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The company makes specified monthly contributions towards provident fund. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized in the other comprehensive income

Long term employment benefits

The Company's net obligation in respect of long-term employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

L. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

M. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statement and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of an asset or liability in a transaction (other than a business combination) affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets are recognised for the carry forward of unused tax losses and unused tax credit to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and



assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised on all taxable temporary differences.

N. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

O. Estimated fair value of unlisted securities

The fair values of financial instruments that are not traded in an active market and cannot be measured based on quoted prices in active markets is determined using valuation techniques including the net assets value (NAV) model. The Group uses its judgment to select a variety of method / methods and make assumptions that are mainly based on market conditions existing at the end of each financial year. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

P. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation





NEMANI GARG AGARWAL & CO.

CHARTERED ACCOUNTANTS

1517, DEVIKA TOWER, 6, NEHRU PLACE, NEW DELHI - 110019.

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

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

CONSOLIDATED AUDIT REPORT

To,
The Members of MPS Infotecnics Limited
Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of MPS Infotecnics Limited ("MPS" or "Holding company") and its subsidiaries, (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matters described in the "Basis for Qualified Opinion" section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2024, consolidated Loss, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

- I. The following items shown as Intangible Assets / Inventories, no provision for impairment of assets has been made in accordance with Ind AS 36 –
 - (a) Intangible Assets under development (Capital Work-in-progress) (software development) of Rs.56.44 Cr.
 - (b) Software rights Rs. 9.91 Cr.; and
 - (c) Stock-in-trade (source codes) Rs. 62.22 Cr. which are being carried forward in the accounts since the last over 3 years.

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. 18.54 Cr.

Though Company has no subsidiaries in India; the consolidated statements include those of 3 subsidiaries in Mauritius, Hong Kong and Thailand. There have been no operations in these overseas subsidiaries since the last few years, nor is there updated information in respect thereof.

The consolidated financial statements as of 31st March 2024 include the following, pertaining to the 3 subsidiaries:

- (a) Total assets of - Rs.18.54Cr. which are not material to the Group**
- (b) Total revenue of - Nil.**
- (c) Net cash inflows of - NIL for the year ended on that date.**

The consolidated statements also include the holding company's share of net loss (and other comprehensive income) of NIL for the year under review.

No audit of the subsidiaries has been done either by us or by a local audit Firm; such unaudited financial statements and information have been 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 (Investment in subsidiaries) aggregating to Rs. 61.69 Cr.

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

There is also uncertainty in the realization of receivables of these subsidiaries, aggregating to Rs. 16.49 Cr. In the absence of balance confirmation, we are unable to comment on the same and its impact on profit and loss account, reserves and surplus is not ascertained.

IV. Disputed bank balance in overseas Bank Rs. 34.79 Cr.

The Holding 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.347,892,163The 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 above.

V. Other non-current assets include other loans and advances of Rs. 222.18 Cr. which are considered to be good for recovery. However, 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 Holding 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 in terms of provisions of Companies Act, 2013 has become due and payable. However, the management has not provided the increased liability of ROC Fees, however, the company has made provision of Rs. 7.32 Cr up to 31.03.2023 and Rs. Rs. 0.49 Crores for FY 2023-24. The provision to the extent of RS. 7.81 crores are appearing under "Current Liabilities" in Financial Statements. The losses and provisions are understated to the extent of Differential final liability in Financial Statements.

- VII. Income Tax for the Assessment year 2013-14 amounting to Rs. 20.80 lacs and interest thereon is still payable by holding company although principal liability has been provided in the books of Accounts.
- 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. We therefore 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 Holding 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 is filing a Review Petition before the Hon'ble Apex Court. The company has not paid the penalty amount of Rs. 25.00 lacs, as of the date of this Audit Report, however necessary provision has been made in the books which appear under the head "Current Liabilities"
- X Listing fees for FY 2022-23 & 2023-24 to NSE and BSE amounting to Rs. 11.00 Lacs & Rs. 9.57 lacs respectively outstanding due to which the demat accounts of promoters have been frozen by the Exchanges; 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.
- 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 attracts interest @ 12% p.a. The company has disputed the charges being charged by the Depositories hence no provision towards Annual Custodial Charges has been made in the books of account w.r.t. Custodial



charges payable to CDSL hence losses of the company to the extent of Rs. 60.77 lacs, are under stated.

- XII** Consequently Annual General Meeting of the Company which was scheduled to be held on or before 30th December 2023 (the extended time) has not been convened which is in contravention of the provisions of sections 96, 97 & 98 of the Companies Act, 2013 which is punishable under section 99 of the Companies Act, 2013. Consequently, the Audited financial statements of the Company for the FY 2022-23 are not adopted by Shareholders of the Company till the date of the Audit Report for the FY 2023-24.
- XIII** Consequently Shareholding Pattern for the quarter ended 30/09/2023; 31/12/2023 & 31/03/2024 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 the imposition of fine/penalty by the Stock Exchanges where the shares of the Company are listed.
- XIV** The company has not submitted an 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 a fine of Rs. 2,64,320/- (including GST @ 18%) each up to 31.03.2024 which has not been provided in the Books of Accounts

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs).

Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the Basis for Qualified Opinion section above, we have determined the matters described below to be the key audit matters to be communicated in our report.

Holding Company's business model

MPS's existing business model has been impacted by the uncertainty due to various facts including but not limited to, foreign exchange fluctuations, stiff competition, purchase in cash and sales on credit, regulatory restraints etc. The Company hopes to recover and recover losses and make profits over the coming years.



Emphasis of Matter

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

Our opinion is not modified in respect of the above stated matters

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group are responsible for:

- Maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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



Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion.
- Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements.



- Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in the aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.
- We communicate with those charged with governance, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and consideration of financial information of the 3 subsidiaries, as were certified by the Management, and as referred to in para 2 in the Basis for Qualified Opinion section above, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of the written representations, as on 31st March 2024, received from the directors of the Holding company incorporated in India and certificate of Non-disqualification of Directors pursuant to section 164 (2) issued by the Secretarial Auditor M/s. Kundan Aggarwal & Associates, both taken on record by the Holding company's Board of Directors, none of the directors are disqualified as on 31st March 2024 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 and the operating effectiveness of such controls, please refer to our separate Report in "Annexure A" which is based on our audit report of the Holding company and the unaudited information given by Management concerning the 3 subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, according to the information and explanations given to us, no remuneration has been paid by the Company to its directors during the year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us :
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
- ii) There are no long-term contracts including derivative contracts and hence no provision is required to be made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund, by the Holding company; there are no Indian subsidiaries.
- iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

V) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

VI) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April 2023

Based on our examination which included test check, the holding Company has used accounting software for maintaining its books of accounts which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

Further for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instances of the audit trail feature being tempered with

The company has not declared or proposed dividend during the year.

For Nemani Garg Agarwal & Co.
Chartered Accountants
Firm Reg. No. 0101



J.M. Khandelwal
Partner

Membership no. 074267

UDIN:- 24044267BKHGUY2517

Place: New Delhi

Date: 30th May, 2024

Annexure to Consolidated Audit Report

(Referred to in paragraph 1 (f) under "Report on other Legal and Regulatory requirements" section in our Report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March, 2024, we have audited the internal financial controls with reference to financial statement of the Holding company, MPS Infotecnics Limited; we have relied on the unaudited information given by Management with respect to the 3 overseas subsidiary companies which form part of the consolidated statements covered by this Report.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statement of the Holding company only as the 3 subsidiary companies, are incorporated outside India and have not been audited. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, 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 with reference to financial statement was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to financial statement 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 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 internal financial controls system over financial reporting of the Holding company excluding its subsidiary companies which are companies incorporated outside India and have not been audited.



Meaning of Internal Financial Controls With reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and (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.

Limitations of Internal Financial Controls With reference to Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on Management's certificate concerning the subsidiaries incorporated outside India, the Group has, in all material respects, a reasonably adequate internal financial controls system and such internal financial controls with reference to financial statement were operating reasonably effectively as at 31 March 2020 in accordance with the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal financial controls with reference to financial statement issued by the Institute of Chartered Accountants of India.

For Nemani Garg Agarwal & Co.

Chartered Accountants

Firm Reg. No. 010192N



J.M.Khandelwal

Partner

Membership no. 074267

UDIN:- 24074267BKHGUY2517

Place: New Delhi

Date: 30th May 2024



MF> Infotecnics Limited

CIN: L30007DL1989PLC31190

703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

CONSOLIDATED BALANCE-SHEET AS AT 31st MARCH 2024

(Rs. In Hundred)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
ASSETS			
NON CURRENT ASSETS			
PROPERTY, PLANT AND EQUIPMENT	2(a)	4,668.62	4,690.86
CAPITAL WORK IN PROGRESS		-	-
INVESTMENT PROPERTY		-	-
GOODWILL		6,169,107.28	6,169,107.28
INTANGIBLE ASSETS	2(b)	991,752.06	1,236,717.28
INTANGIBLE ASSETS UNDER DEVELOPMENT	2(c)	5,644,397.55	5,644,397.55
FINANCIAL ASSETS			
INVESTMENTS	3	46.29	48.73
LOANS		-	-
OTHER FINANCIAL ASSETS		-	-
DEFERRED TAX ASSETS (NET)		-	-
OTHER NON CURRENT ASSETS	4	22,309,769.08	22,315,938.14
TOTAL NON CURRENT ASSETS		35,119,740.88	35,370,899.84
CURRENT ASSETS			
INVENTORIES	5	6,222,045.66	6,222,045.66
FINANCIAL ASSETS			
TRADE RECEIVABLES	6	3,487,066.92	3,471,663.95
CASH AND CASH EQUIVALENTS	7(a)	4,440.33	4,328.35
BANK BALANCES & LOANS	7(b)	3,492,418.98	3,491,617.21
OTHER FINANCIAL ASSETS		-	-
CURRENT TAX ASSETS (NET)		-	-
OTHER CURRENT ASSETS	8	125,107.25	132,110.22
TOTAL CURRENT ASSETS		13,331,079.13	13,321,765.39
TOTAL ASSETS		48,450,820.01	48,692,665.22
EQUITY AND LIABILITIES			
EQUITY SHARE CAPITAL	9	37,744,366.55	37,744,366.55
OTHER EQUITY	10	5,384,266.71	5,726,975.12
TOTAL EQUITY		43,128,633.26	43,471,341.67
LIABILITIES			
NON-CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
BORROWINGS	11	-	-
DEFERRED TAX LIABILITY (NET)	27	220,928.54	266,551.63
OTHER NON CURRENT LIABILITIES		-	-
TOTAL NON-CURRENT LIABILITIES		220,928.54	266,551.63
CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
BORROWINGS	12	3,094,088.85	3,057,035.37
TRADE PAYABLES		986,861.73	974,294.84
OTHER FINANCIAL LIABILITIES		-	-
SHORT TERM PROVISIONS	13	50,504.36	49,423.71
OTHER CURRENT LIABILITIES	14	969,803.27	874,018.00
CURRENT TAX LIABILITY		-	-
TOTAL CURRENT LIABILITIES		5,101,258.21	4,954,771.92
TOTAL EQUITY AND LIABILITIES		48,450,820.01	48,692,665.22
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS	1 2- 57		

As per our Audit Report of even date

For Nemani Garg Agarwal & Co.

Chartered Accountants

FRN No. : 010192N



Jeetmal Khandelwal

Partner

M.No. : 074267

UDIN: 24074267BKHGUY2517

Place : New Delhi

Date : 30th May 2024

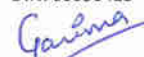


For and on behalf of the Board of Directors


Peeyush Aggarwal
Managing Director

Managing Director

DIN: 00090423



Garima Singh

Company Secretary


Rachit Garg
Director

Director

DIN: 07574194



Sanjay Sharma

Chief Financial Officer

MPS Infotecnics Limited
CIN: L30007DL1989PLC31190
703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Consolidated Statement of Profit & Loss Account for the year ended 31st MARCH 2024

PARTICULARS	NOTE NO.	(Rs. In Hundred)	
		YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
REVENUE			
REVENUE FROM OPERATIONS	15	53,903.10	56,346.81
OTHER INCOME	16	682.58	97,645.12
TOTAL REVENUE		54,585.68	153,991.93
EXPENDITURE			
PURCHASE OF STOCK -IN -TRADE & SERVICES		45,119.14	44,301.33
CHANGE IN INVENTORIES	17	-	-
EMPLOYEE BENEFIT EXPENSES	18	27,077.52	25,103.34
FINANCE COST	19	-	6,674.16
DEPRECIATION & AMORTISATION EXPENSES		244,987.46	356,631.96
OTHER EXPENSES	20	139,369.69	225,783.30
TOTAL EXPENDITURE		456,553.81	658,494.09
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEM & TAX		(401,968.13)	(504,502.16)
EXCEPTIONAL ITEMS		-	-
PROFIT / (LOSS) BeforeTAX		(401,968.13)	(504,502.16)
TAX EXPENSES			
- CURRENT TAX		-	-
- EARLIER YEARS (NET)		-	-
- DEFERRED TAX EXPENSE(-)/(INCOME)/(NET)		(46,087.30)	(64,121.30)
PROFIT / (LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS		(355,880.83)	(440,380.86)
PROFIT / (LOSS) FROM DISCONTINUED OPERATIONS		-	-
TAX EXPENSES OF DISCONTINUED OPERATIONS		-	-
PROFIT / (LOSS) FROM DISCONTINUED OPERATIONS (AFTER TAX)		-	-
PROFIT / (LOSS) FOR THE YEAR		(355,880.83)	(440,380.86)
OTHER COMPREHENSIVE INCOME			
ITEMS THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO PROFIT & LOSS			
- REMEASUREMENTS OF THE DEFINED BENEFIT (LIABILITY)/ASSET		1,785.41	1,943.58
- Deferred tax Expense(-)/income(+)-on OCI		464.21	505.33
- GAIN OR LOSS ARISING ON FOREIGN EXCHANGE TRANSALTION OF SUBSIDIARIES		11,851.22	65,240.58
- GAIN OR LOSS ARISING ON FAIR VALUATION OF EQUITY INSTRUMENT		-	-
TOTAL OTHER COMPREHENSIVE INCOME (NET OF TAX)		13,172.43	66,678.83
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(342,708.40)	(373,702.03)
EARNING PER SHARE (EQUITY SHARE OF Re. 1/- EACH) - BASIC & DILUTED		(0.009)	(0.012)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS 1
2-57

As per our Audit Report of even date

For Nemani Garg Agarwal & Co.

Chartered Accountants

FRN No. : 010192N



Jeetmal Khandelwal

Partner

M.No.: 074267

Place : New Delhi

Date : 30th May 2024



For and on behalf of the Board of Directors



Peeyush Aggarwal

Managing Director

DIN: 00090423



Garima Singh

Company Secretary



Rachit Garg

Director

DIN: 07574194



Sanjay Sharma

Chief Financial Officer

MPS Infotecnics Limited

L30007DL1989PLC31190

703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Consolidated Cash Flow Statement for the year ended 31st MARCH 2024

	Particulars	(Rs. in Hundreds)	
		As At 31-Mar-24	As At 31-Mar-23
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	(401,968.13)	(504,502.16)
	Adjustment for :		
	Depreciation & Amortisation	244,987.46	356,631.96
	Leave Encashment	1,295.68	1,231.29
	Gratuity	1,486.61	1,402.32
	Provision for Expenses	83.77	464.07
	Interest & Other Costs	-	6,674.16
	Interest Received	(547.77)	(580.66)
	Operating Profit Before Working Capital Changes	(154,662.38)	(138,679.02)
	(Increase)/Decrease in Current Assets	(8,399.99)	(34,069.30)
	Increase/(Decrease) in Current Liabilities	108,352.16	135,202.86
	Net Cash from Operating Activities (A)	(54,710.22)	(37,545.46)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	-	-
	Sale of Fixed Assets	-	-
	Change in Capital WIP	-	-
	(Increase)/Decrease in Investments	2.44	(2.62)
	Interest Received	547.77	580.66
	Long term Loans & Advances	6,169.06	(8,047.02)
	Net Cash Outflow in Investing Activities (B)	6,719.26	(7,468.98)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Issue of Equity Shares	-	-
	Share Application Money Received	-	-
	Increase / (Decrease) in Long Term Borrowings	-	-
	Increase / (Decrease) in Short Term Borrowings	37,053.48	(13,245.85)
	Prior Period Item	-	-
	Interest Paid	-	(6,674.16)
	Net Cash inflow from Financing Activities (C)	37,053.48	(19,920.01)
	Foreign Currency Translation	11,851.22	65,240.58
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	913.75	306.13
	Cash and Cash Equivalent as at 01/04/2023	3,495,945.56	3,495,639.45
	Cash and Cash Equivalent as at 31/03/2024	3,496,859.31	3,495,945.56

Notes:

- Comparative figures have been regrouped wherever necessary.
- The cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard – 3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules, 2006.
- These earmarked account balances with banks can be utilised only for the specific identified purposes.
- Bank Balance as shown in cash and Cash Equivalents amounting to Rs. 34,78,92,163 in Banco Efisa bank in Portugal is not available for use, because the bank has wrongly Debited the account by same amount, the matter is in court of Law.

As per our Audit Report of even date

For Nemani Garg Agarwal & Co.

Chartered Accountants

FRN No. : 010192N


Jeetmal Khandelwal
Partner

M.No. : 074267

Place : New Delhi
Date : 30th May 2024

For and on behalf of the Board of Directors


Peeyush Aggarwal
Managing Director
DIN: 00090423


Garima Singh
Company Secretary


Rachit Garg
Director
DIN: 07574194


Sarjay Sharma
Chief Financial Officer

MPS Infotecnics Limited
L30007DL1989PLC31190

Statement of changes in Equity as at 31st March 2024

A. Equity Share Capital

Particulars	Number	Amount Rs.
Balance as at 31st March 2021	3,774,436,655	3,774,436,655.00
Changes in Equity Share Capital	-	-
Balance as at 31st March 2022	3,774,436,655	3,774,436,655.00
Changes in Equity Share Capital	-	-
Balance as at 31st March 2023	3,774,436,655	3,774,436,655.00

B. Other Equity

Particulars	Other Equity					Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earning	Other Comprehensive Income	
Balance as at April 1,2022	514,571.16	8,991,025.06	545,700.09	(4,472,315.41)	521,696.25	6,100,677.15
Profit/(Loss) for the Year	-	-	-	(440,380.86)	-	(440,380.86)
Other Comprehensive Income for the Year	-	-	-	-	66,678.83	66,678.83
Total Comprehensive Income for the Year	-	-	-	(440,380.86)	66,678.83	(373,702.03)
Dividend Paid on Shares	-	-	-	-	-	-
Transfer to General Reserve during the Year	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-
As at 31st March, 2023	514,571.16	8,991,025.06	545,700.09	(4,912,696.27)	588,375.08	5,726,975.12
Balance as at April 1,2023	514,571.16	8,991,025.06	545,700.09	(4,912,696.27)	588,375.08	5,726,975.12
Profit/(Loss) for the Year	-	-	-	(355,880.83)	-	(355,880.83)
Other Comprehensive Income for the Year	-	-	-	-	13,172.43	13,172.43
Total Comprehensive Income for the Year	-	-	-	(355,880.83)	13,172.43	(342,708.40)
Dividend Paid on Shares	-	-	-	-	-	-
Transfer to General Reserve during the Year	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-
As at 31st March, 2024	514,571.16	8,991,025.06	545,700.09	(5,268,578.10)	601,547.50	5,384,266.72



Note 2 - Property, Plants & Machinery

Description	Rate	Gross Block		Depreciation / Amortization		Net Block		
		As At 01.04.2023	Additions / Deductions / Adjustments	As At 31.03.2024	For the Year	As At 31.03.2024	As At 31.03.2024	As At 31.03.2023
A. TANGIBLE ASSETS:								
Building	1.60%	-	-	-	-	-	-	-
Plant & Machinery - Computers and Peripherals	16.21%	343,268.83	-	343,268.83	-	342,424.79	844.04	844.04
Office Equipments	4.75%	143,294.13	-	143,294.13	1.87	142,702.00	592.13	594.00
Vehicles	9.50%	43,799.93	-	43,799.93	-	42,791.96	1,006.97	1,006.97
Furniture & Fixtures	6.33%	155,392.64	-	155,391.64	20.38	153,166.17	2,225.47	2,245.85
Sub Total (A)		685,753.53	-	685,753.53	22.25	681,062.67	4,668.62	4,690.86
B. INTANGIBLE ASSETS:								
Goodwill	10%	28,000.00	-	28,000.00	-	28,000.00	-	-
Software	10%	3,565,750.00	-	3,565,750.00	244,965.22	2,329,032.73	991,752.06	1,336,717.27
Sub Total (B)		3,593,750.00	-	3,593,750.00	244,965.22	2,357,032.73	991,752.06	1,336,717.27
Total (A+B)		4,279,503.53	-	4,279,503.53	244,987.46	3,038,095.40	3,283,083.87	1,241,408.13
C. CAPITAL WORK IN PROGRESS								
Capital Work-in-Progress (including Advances on Capital Account)		5,644,397.55	-	5,644,397.55	-	-	-	5,644,397.55
Grand Total A+B+C		9,923,901.08	-	9,923,901.08	244,987.46	3,038,095.40	3,283,083.87	6,640,818.23

Description	RATE	Gross Block		Depreciation / Amortization		Net Block	
		As At 01.04.2023	Additions / Deductions / Adjustments	As At 31.03.2023	For the Year	As At 31.03.2023	As At 31.03.2022
A. TANGIBLE ASSETS:							
Building	1.63%	-	-	-	-	-	-
Plant & Machinery - Computers and Peripherals	16.21%	343,268.83	-	343,268.83	-	342,424.79	844.04
Office Equipments	4.75%	143,294.13	-	143,294.13	19.00	142,700.13	594.00
Vehicles	9.50%	43,799.93	-	43,799.93	0.00	42,791.96	1,006.97
Furniture & Fixtures	6.33%	155,391.64	-	153,107.84	37.06	153,145.80	2,283.00
Sub Total (A)		685,753.53	-	681,062.68	56.95	681,062.68	4,690.86
B. INTANGIBLE ASSETS:							
Goodwill	10.00%	28,000.00	-	28,000.00	-	28,000.00	-
Software	10.00%	3,565,750.00	-	3,565,750.00	356,611.95	2,329,032.73	1,393,292.27
Sub Total (B)		3,593,750.00	-	3,593,750.00	356,611.95	2,357,032.73	1,593,292.27
Total (A+B)		4,279,503.53	-	4,279,503.53	356,611.95	3,038,095.41	1,241,408.13
Capital Work-in-Progress (including Advances on Capital Account)		5,644,397.55	-	5,644,397.55	-	-	5,644,397.55
Grand Total		9,923,901.08	-	9,923,901.08	356,611.95	3,038,095.41	6,685,805.68

1. The Company has developed or customized various computer software in house. The company has source code for all these software and has all the rights over the product. However there is no formal registration of IPB. The company has shown these software under the sub-head "Software" under the head "Intangible" in its financial statements and the same is certified by the management. Capital WIP includes various software product underdeveloped / developed which also includes software with third party for development/modification.



MPS Infotecnics Limited

(Rs. In Hundreds)

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
3 NON-CURRENT INVESTMENTS			
In Equity Shares of Subsidiaries Companies			
	Axis Convergence Inc -20000 Equity Share (20000 E.S.)	-	-
	Greenwire Network Ltd.-25641 Equity Share(25641 E.S.)	-	-
	Opentec Thai Network Specialists Co. Limited-129995 Equity Shares (129995 E.S.)	-	-
	OTHERS	46.29	48.73
	Total	46.29	48.73

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
4 OTHER NON CURRNET ASSETS			
a. LONG-TERM LOANS & ADVANCES			
	Advances with Tax Authorities	90,658.79	91,594.21
	Other Loans and Advances	22,218,796.42	22,224,030.05
	Total (a)	22,309,455.20	22,315,624.26
b. OTHER NON CURRENT ASSETS			
	Deferred cost on staff advance	-	-
	Prepaid Rent on Security Deposit	313.88	313.88
	Total (b)	313.88	313.88
	Total (a) + (b)	22,309,769.08	22,315,938.14

Notes :

1. Other Loans & Advances are subject to balance confirmation.
2. During the financial year 2013-14, due to change in business plan and consequential ammendment in terms, Capital Advances amounting to Rs. 220 Crore has been taken as long term advances and included in Other Loans & Advances.

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
5 INVENTORIES			
	Stock-in-Trade	6,222,045.66	6,222,045.66
	Total	6,222,045.66	6,222,045.66

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
6 TRADE RECEIVABLES			
(Unsecured & Considered Good)			
	Over Six Months	3,487,066.92	3,471,663.95
	Others	-	-
	Total	3,487,066.92	3,471,663.95

Notes :- Trade Receivables subject to balance confirmation. The management considers the same is good and recoverable.



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
7 (a)	CASH BALANCES		
	Cash in hand	4,440.33	4,328.35
	Total (a)	4,440.33	4,328.35
7(b)	BANK BALANCES		
	Balances with Banks	5,997.35	5,995.58
	Fixed Deposits with Banks	7,500.00	6,700.00
	Balances with Foreign Bank - Banco Efisa	3,478,921.63	3,478,921.63
	Total (b)	3,492,418.98	3,491,617.21
	Total (a)+(b)	3,496,859.31	3,495,945.56

Note: The funds raised by the Company from GDR issue during F.Y. 2007-08 were kept in fixed deposit account with Banco Efisa, Lisbon, Portugal, as the said amount was to be deployed in terms of INFORMATION MEMORANDUM of the GDR issue. During the F.Y. 2008-09, the Bank in Portugal, Banco Efisa wrongly debited an amount of USD 8,883,210.75 out of the balance lying in the Company's Account with the Bank. The Company has denied and disputed this debit and had initiated legal action under criminal jurisprudence of Portuguese Law. During the criminal investigation, several new facts/documents have come to our knowledge and based on the evaluation of new facts/documents by Barristers, Senior Advocates and investigation carried out of in India, London and Portugal; your Company has initiated a strong civil action for recovery of USD 8,883,210.75, along with interest, against Banco Efisa and its Holding Company, wherein the Portuguese advocates confirm that the chances of recovery are very high.

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
8	OTHER CURRENT ASSETS		
	SHORT TERM LOANS & ADVANCES		
	Advance to Suppliers	39,942.23	40,286.03
	Advance with Tax Authorities	43,371.73	40,240.17
	Staff Advance	-	191.75
	Total (a)	83,313.97	80,717.95
	OTHER CURRENT ASSETS		
	Security Deposits	4,523.34	4,523.34
	Security Deposit Ammortisation Adjustment	(313.88)	(313.88)
	Prepaid Expenses	32,576.95	41,923.72
	Interest accrued but not due	5,006.87	5,259.10
	Total (b)	41,793.28	51,392.27
	Total (a) + (b)	125,107.25	132,110.22

Note : Other Loans & Advances, Advance to suppliers are subject to balance confirmation, however these loans and advances are good and recoverable.



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
9 SHARE CAPITAL			
	Equity Share Capital		
	Authorised Share Capital :	37,750,000.00	37,750,000.00
	3,775,000,000 Equity Share of Re.1/- each (Previous Year 3,775,000,000 equity share of Re. 1/- each)		
(a)	Issued, Subscribed & Paid Up Share Capital :	37,744,366.55	37,744,366.55
	(377,44,36,655 Equity Shares of Re. 1/- each Includes 102,404,764 Equity Shares Consequent to issue of 46,54,762 GDR vide information Memorandum Dated December 4 , 2007)		
Total		37,744,366.55	37,744,366.55

Notes:

- The Company has only one class of equity shares having a par value of Re.1/- each per share. Each holder of equity share is entitled to one vote per share.
- In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company after discharging the liabilities of the Company.
- 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 in terms of provisions of Companies Act, 2013 has become due and payable. However, the management has not provided the increased liability of ROC fee, yet the Company has made provision of Rs. 7.32 Cr upto 31.03.2023. Further during the FY 2023-24 provision of differential amount of Rs. 0.49 Crores has been made under "Current Liabilities"

The Details of Shareholders holding more than 5 % shares :

Name of the Shareholder	As at 31.03.2023		As at 31.03.2023	
	No. of Shares	% held	No. of Shares	% held
Mr. Peeyush Aggarwal	73,647,300	1.95	73,647,300	1.95

The reconciliation of the number of shares outstanding is set out as below

Particulars	31st March, 2024	31st March, 2023
Equity Shares at the beginning of the year	3,774,436,655	3,774,436,655
Add: Shares issued on conversion of convertible warrants	-	-
Add: Shares issued as Bonus Shares (1:10)	-	-
Equity Shares at the end of the year	3,774,436,655	3,774,436,655

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
10 OTHER EQUITY			
a. Reserves & Surplus			
	Capital Reserve	514,571.16	514,571.16
	Securities Premium Reserve	8,991,025.06	8,991,025.06
	General Reserve	545,700.09	545,700.09
	Foreign Currency Translation Reserve	-	-
	Pre-acquisition Reserve	-	-
	(Less):-	-	-
	Deficit in earlier year	(4,912,696.27)	(4,472,315.41)
	Deficit during the year	(355,880.83)	(440,380.86)
	Total a	4,782,719.21	5,138,600.04
b. Other Comprehensive Income			
	Items that will not be subsequently reclassified to OCI	-	-
	Opening Balance	588,375.08	521,696.25
	Add: OCI Income / (Loss) of the year	13,172.43	66,678.83
	Total b	601,547.50	588,375.08
	Total (a+b)	5,384,266.71	5,726,975.12



Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
11 LONG TERM BORROWINGS			
	Secured		
	Loans from Other Banks & Institution	-	-
	Total	-	-

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
12 SHORT TERM BORROWING			
	Secured		
	Working Capital Loan	-	-
	Unsecured		
	From Directors	1,969,981.87	1,978,534.08
	From Corporate	1,124,106.98	1,078,501.29
	Total	3,094,088.85	3,057,035.37

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
13 SHORT TERM PROVISIONS			
	Provision for Income Tax	20,800.74	20,800.74
	Provisions for Employees Benefits - Leave Encashment	11,088.57	10,695.57
	Provisions for Employees Benefits - Gratuity	12,578.78	11,974.90
	Provisions for Expenses	6,036.27	5,952.50
	Total	50,504.36	49,423.71

Note: Income tax liability amounting to Rs. 20.80 Lacs in respect of assesment year 2013-14, still payable against which provision for income tax, had already been made in the books of account. As such this liability has no further impact on the profits / retained earnings of the reported period of the company.

(ii) Other Unsecured loans included a sum of Rs. 196,998,187/- from directors.

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
14 OTHER CURRENT LIABILITIES			
	Advance from customers	43,881.29	52,507.05
	Statutory Dues	2,916.36	7,183.31
	Other Payables	923,005.62	814,327.65
	Total	969,803.27	874,018.00

Note : Other payable includes Rs. 7.81 Crores towards ROC fees in connection with increase in Authorised share capital from Rs. 52.45 Crores to Rs. 377.50 Crores in various EGMs held and Merger through Court orders held during the Period from FY 2010-11 to FY 2012-13. Kindly refer Note No. 1 (2) under the head "Share Capital".

Note: Trade Payables are subject to balance conirmation.



Note No.	Particulars	As at 31.03.2024	As at 31/03/2023
15 REVENUE FROM OPERATIONS			
	Sale of Products & Services	53,903.10	56,346.81
Total		53,903.10	56,346.81

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
16 OTHER INCOME			
	Gain on the Settlement - Indian Bank	-	93,674.01
	Interest income	547.77	580.66
	Miscellaneous Income	134.81	3,390.44
Total		682.58	97,645.12

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
17 CHANGES IN INVENTORIES OF STOCK-IN-TRADE			
	Opening Stock	6,222,045.66	6,222,045.66
	Less: Closing Stock	6,222,045.66	6,222,045.66
Total		-	-

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
18 EMPLOYEE'S BENEFIT EXPENSES			
	Salaries and Wages	26,720.51	24,803.33
	Contribution to Provident and Other Funds	285.00	285.00
	Staff Welfare Expenses	72.01	15.01
Total		27,077.52	25,103.34

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
19 FINANCE COST			
	Interest Expenses	-	6,674.16
Total		-	6,674.16

Note No.	Particulars	As at 31.03.2024	As at 31.03.2023
20 OTHER EXPENSES			
	Advertisement and Publicity	693.60	892.80
	AGM / Board Meeting Expenses	-	3,234.07
	Audit Fees	1,500.00	1,500.00
	Bank Charges	903.24	1,065.45
	Communication Expenses	152.92	152.86
	Conveyance Expenses	283.76	69.30
	Sundry Debtors Written Off	-	106,000.00
	Legal & Professional Charges	549.08	1,055.54
	Listing Fees	19,188.60	26,298.60
	Software Expenses	192.45	55.05
	Power, Fuel & Water Charges	1,392.55	1,181.63
	Printing & Stationery	224.06	-
	Rates & Taxes	76,571.89	49,065.96
	Rent Charges	33,963.60	33,963.60
	Repair & Maintenance Charges	972.97	1,111.15
	Short & Excess	181.16	0.38
	Sundry Balances Written Off	2,270.50	-
	TRAVELLING (IN LAND) - OTHERS	329.31	136.90
Total		139,369.69	225,783.30



MPS Infotecnics Limited

Note 21 - Disclosure Under Accounting Standard 21- Transactions occurred in Foreign Currency

(Rs. In Hundreds)

Particulars	As at	
	31st March, 2024	31st March, 2023
Import/Export in Foreign Currency		
FOB Value of Export	-	-
Value of Imports	4,987.04	290.09
Expenditure in Foreign Currency	-	-

Note 22 - Disclosure under Accounting Standard 29 - Contingent Liabilities to the extent of note provided in the books of accounts

A. Dues of Income Tax

- a) A.Y. 2008-09 NIL (Previous Year Rs. 43,851,395/-),
b) A.Y. 2009-10 NIL (Previous Year Rs. 27,487,250/-)
c) A.Y. 2010-11 NIL (Previous Year Rs. 27,306,810-)

B. Company had filed Special Leave Petition before Hon'ble Supreme Court of India against order passed by Hon'ble Delhi High Court for increas fee of ROC, payable for Increase in Authorised Capital which was dismissed by Hon'ble Supreme Court of India, on November 7, 2023. The Company is in process to take appropriate action as per advice received from the legal experts. (Contingent liability for the previous financial year ending as on 31.03.2023, was Rs. 5,47,35,992/-)

C. Custodial fee payable to CDSL Rs. 60.77 Lac (Previous Year Rs. NIL)

Note 23 - Payment to auditors

(Rs. In Hundreds)

Particulars	As at	
	31st March, 2024	31st March, 2023
Audit Fee for		
-Statutory Audit	1,500.00	1,500.00



Note 24 - Disclosure Under Indian Accounting Standard 24 - RELATED PARTY

(Rs. in Hundreds)

Description of Relationship	Names of Related Parties	Outstanding Balance As At 31st March, 2024	Outstanding Balance As At 31st March, 2023
Ultimate Holding Company	No		
Controlling Company	No		
Subsidiary Companies	Axis Convergence Inc Greenwire Network Limited Opentec Thal Network Specialists Limited		
fellow Subsidiary Company	No		
Key Management Personnel (KMP)	Mr. Peeyush Kumar Aggarwal (Chairman & M.D.) Mr. Vishal Anand (CEO) Ms. Garima Singh (Company Secretary) Mr. Sanjay Sharma (CFO)	(1,969,981.87) 1,714.29 (290.00) -	(1,978,534.08) (1,714.29) (290.00) (625.00)
Relatives of KMP	None		
Entities in which KMP/ Relatives of KMP can exercise significant influence	Omkam Global Capital Private Limited Omkam Developers Limited E-visesh.com Limited MPS Informatics Pvt. Ltd.	(862,114.08) (19,244.27) 694.94 (189,089.27)	(835,752.66) - 5,423.20 (189,089.27)

Note:

Related Parties transactions during the year, have been identified by the management.

Particulars

	Mr. Peeyush Aggarwal	Omkam Global Capital Private Limited	MPS Informatics Pvt. Ltd.	Omkam Developers Limited	E-visesh.com Limited	Ms. Garima Singh	Mr. Sanjay Sharma	Mr. Vishal Anand
Sale of Goods								
Purchase of Goods								
Loan from Directors	(8,552.21)	-	-	-	-	-	-	-
Previous Year)	(58,282.16)	-	-	-	-	-	-	-
Other Advances		26,361.42	-	19,244.27				
Previous Year)		(92,412.34)	(176,721.35)	-				
Advance given					4,728.25			
Previous Year)					(1,301.92)			
Remuneration to Directors & KMPs						3,480.00	7,825.00	
Previous Year)						(3,200.00)	(7,825.00)	



Note 25 - Disclosure under Indian Accounting Standard 33 -EARNINGS PER SHARE (EPS)**(Rs. in Hundreds except EPS)**

Particulars	As at 31ST March 2024	As at 31 March 2023
--------------------	----------------------------------	--------------------------------

Basic

Net Profit after tax as per Statement of Profit & Loss attributable to equity shareholders	(355,880.83)	(440,380.85)
Weighted Average number of equity shares used as denominator for calculation of EPS	3,774,436,655	3,774,436,655
Basic Earnings per share (Rs.)	(0.009)	(0.012)
Face Value per equity share (Rs.)	1	1

Diluted & Weighted

Net Profit after tax as per Statement of Profit & Loss attributable to equity shareholders	(355,880.83)	(440,380.85)
Weighted Average number of equity shares used as denominator for calculation of EPS	3,774,436,655	3,774,436,655
Diluted / Weighted Earnings per share (Rs.)	(0.009)	(0.012)
Face Value per equity share (Rs.)	1	1



Note 26 - DEFERRED TAX - Movement in Deferred Tax Assets / (Liability)

(Rs. in Hundreds)

Particulars	Depreciation	Provision for Employee's Benefits	Provision for Deferred Tax on OCI	Total
As at 31st March 2022	(335,882.51)	5,714.91		(330,167.60)
(Charged / Credited: - to profit or loss	63,436.56	179.41	505.33	64,121.30
(Charged / Credited: - to other comprehensive income	-	-	(505.33)	(505.33)
As at 31st March 2023	(272,445.95)	5,894.32	-	(266,551.63)
(Charged / Credited: - to profit or loss	45,828.11	259.19		46,087.30
(Charged / Credited: - to other comprehensive income	-	-	-	-
As at 31st March 2024	(272,445.95)	5,894.32	-	(220,464.33)



MPS INFOTECNICS LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts in INR Hundred, unless otherwise stated)

27 Financial instruments

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Financial Assets & Liabilities as Amortized Cost of instruments measured at amortised cost: fare value not ascertainable

(Rs. In Hundreds)

Particulars	Level	March 31, 2024	March 31, 2023
		Carrying value	Carrying value
Financial assets			
Investments	Level 3	46.29	48.73
Other Financial Assets	Level 3	-	-
Trade receivable	Level 3	3,487,066.92	3,471,663.95
Cash and cash equivalents	Level 3	3,496,859.31	3,495,945.56
Total financial assets		6,983,972.52	6,967,658.23
Financial liabilities			
Borrowings	Level 3	3,094,088.85	3,057,035.37
Trade payables	Level 3	986,861.73	974,294.84
Other financial liabilities	Level 3	-	-
Total financial liabilities		4,080,950.58	4,031,330.21

iii) Financial instruments by category

(Rs. In Hundreds)

Particulars	March 31, 2024			March 31, 2023	
	FVTPL	FVOCI	Amortised cost	FVTPL	Amortised cost
Financial assets					
Investments	-	-	46.29	-	48.73
Other financial assets	-	-	-	-	-
Trade receivables	-	-	3,487,066.92	-	3,471,663.95
Cash and cash equivalents	-	-	3,496,859.31	-	3,495,945.56
Total	-	-	6,983,972.52	-	6,967,658.23
Financial liabilities					
Borrowings	-	-	3,094,088.85	-	3,057,035.37
Trade payable	-	-	986,861.73	-	974,294.84
Other financial liabilities	-	-	-	-	-
Total	-	-	4,080,950.58	-	4,031,330.21

28 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans & receivables carried at amortised cost, and
- deposits with banks

Credit risk management

Credit risk rating

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- A: Low
- B: Medium
- C: High



MPS Infotecnics Limited

Note- 30

Ratio Analysis (2023-24)						REMARKS
Sl. No.	Particulars	Formula	Financial Year 2023-24	Financial Year 2022-23	% Variance	
1	Current Ratio	Current Assets / Current Liability	2.61	2.69	(2.85)	
2	Debt-to-Equity Ratio	Debts (Long Term and Short Term) / Equity Shareholder Fund	0.07	0.05	43.48	Due to lower base of borrowings in both year
3	Debt Service Coverage Ratio	EBIT / Interest+Principal	(4.24)	(0.49)	764.61	Due to lower business operations in both year
4	Return on Equity Ratio	Net Income / Average Shareholder's Equity	(0.002)	(0.01)	(79.45)	Due to lower base of business operations in both year
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	0.002	0.002	(9.36)	
6	Receivables turnover	Sales / Trade Receivable	0.02	0.02	(22.71)	
7	Trade Payable Turnover Ratio	Purchase / Trade Payable	0.05	0.06	(23.80)	Trade Payable was low as compare to Previous Year
8	Net Capital Turnover Ratio	Sales/Average Working Capital	0.00	0.00	(12.19)	
9	Net Profit Margin Ratio	Net Income / Net Sales	(6.60)	(7.82)	(15.52)	
10	Return on Capital Employed	EBIT/ Total Assets - Current Liabilities	(0.05)	(0.01)	388.43	Due to lower base of business operations in both year
11	Return on Investment	EBIT/Average Operating Assets	(0.00)	(0.00)	(31.98)	Due to lower base of business operations in both year



31. The Company has not paid any remuneration to the directors during the year hence no requirement of compliance of provisions of section 196, 197, 203 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Schedule V of the Companies Act 2013.
32. The debit and credit balances standing in the name of parties are subject to confirmation from them.
33. In the opinion of the Board of Directors, the non-current assets, the current assets, loans & advances are fully realizable at the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate in the opinion of board.

34. **Employee Benefits**

A. Defined Contribution Plan

The Company has contributed to Employee Provident Fund, under defined contribution plans. The provident fund is operated by the Regional Provident Fund Commissioner.

During the year the company has recognized the following amounts in the Statement of Profit & Loss:

Particulars	(Rs. In Hundreds)	
	March 31, 2024	March 31, 2023
Employer's Contribution to Provident Fund	285.00	285.00

B. Defined Benefit Plan

The present value obligation in respect of gratuity & Leave Encashment are determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The summarized positions of various defined benefits are as under:-

i. Actuarial Assumptions

	Gratuity/Leave Encashment (unfunded) March 31, 2024	Gratuity/Leave Encashment (unfunded) March 31, 2023
Discount Rate (per annum)	7.18%	7.32%
Salary Escalation	8.50%	8.50%
Attrition rate:		
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00
Mortality Rates	100% of India Assured Lives 2012-14 Ultimate	100% of India Assured Lives 2012-14 Ultimate

Note:

Discount rate should be based on the yield to maturity on high quality corporate bonds having term similar to that of the liability.



ii. Change in Gratuity A/c Obligation

(Rs. In Hundreds)

S. No.	Particulars	31/03/2024	31/03/2023
a.	Present value of obligation as at the beginning of the period	11,974.90	11,612.70
b.	Interest Cost	876.56	794.31
c.	Service Cost	610.05	608.01
d.	Benefits Paid	-	-
e.	Total Actuarial (Gain)/Loss on Obligation	(882.73)	(1,040.12)
f.	Present value of obligation as at the End of the period	12,578.78	11,974.90

iii. Change in Leave Encashment A/c Obligation

(Rs. In Hundreds)

S. No.	Particulars	31/03/2024	31/03/2023
a.	Present value of obligation as at the beginning of the period	10,695.56	10,367.74
b.	Interest Cost	782.91	709.15
c.	Service Cost	512.77	522.14
d.	Benefits Paid	--	--
e.	Total Actuarial (Gain)/Loss on Obligation	(902.68)	(903.47)
f.	Present value of obligation as at the End of the period	11,088.56	10,695.56

35. Ageing of Trade Payable (Creditors)

As on 31.03.2024

(Rs. In Hundreds)

Particulars	Amount of Trade Payable outstanding from due date of payment				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	94.94	-	-	986,766.79	986,861.73
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

As on 31.03.2023

(Rs. In Hundreds)

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs/Lacs)				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues - MSME	-	-	-	-	-



Undisputed Dues - Others	1,221.65	-	-	973,073.19	974,294.84
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

36. Ageing of Trade Receivable (Debtors)

As on 31.03.2024

Rs. In Hundreds)

Particulars	Amount of Trade Receivable outstanding from due date of payment					
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade receivables-considered good	2,315.67	1,635.52			3,483,115.73	3,487,066.92
Undisputed Trade receivables-considered doubtful	-	-	-	-		
Disputed Trade receivables-considered good	-	-	-	-		
Disputed Trade receivables-considered doubtful	-	-	-	-	-	-

As on 31.03.2023

(Rs. In Hundreds)

Particulars	Amount of Trade Receivable outstanding from due date of payment					
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade receivables considered good	7,929.64	2,913.12			3,460,821.19	3,471,663.95
Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
Disputed Trade	-	-	-	-	-	-



receivables considered good						
Disputed Trade receivables considered doubtful	-	-	-	-	-	-

37. During the year, Company has no outstanding loans from any bank or financial institutions.
38. Necessary disclosures under Micro, Small and Medium Enterprises Development Act 2006, could not be considered for previous years as the relevant information to identify the suppliers who were covered under the said Act were not received from such parties during the previous years.
39. **Title Deeds of immovable Property:** The Company had no immovable property during the year.
40. **Revaluation of Property, Plant and Equipment:** During the financial year, the Company has not re-valued any of its Property, Plant & Equipment.
41. **Disclosure of loans/advances given to Directors/KMP/Related parties:-**

Disclosure w.r.t loans and advances which are:-

- a. repayable on demand or
- b. without specifying any terms or period of repayment are as follows:

Type of Borrower	As on 31.03.2024		As on 31.03.2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

42. **Benami Properties :** No Benami property was there during the year under consideration
43. **Borrowings from Banks/FI on the basis of security of Current Assets:** Company had no working capital limit with bank hence the Company has not submitted quarterly current assets statement with bank, during the year under review.
44. The company has not been declared as willful defaulter by any bank of financial institution or any other lender.
45. **Transactions with Struck-off Companies:** The Company has not entered into any transactions with struck off companies under section 248 of the Companies Act 2013 or Section 560 of Companies Act 1956.



46. **Registration of Charges or Satisfaction** : During the year, company has no charge to declare.
47. **Compliance with layers of the companies:-**
The company has complied with the number of layers prescribed under Clause (87) of the Act read with Companies (Restriction on number of Layers) Rules 2017.
48. **Scheme of Arrangement** : During the year, the company has not entered into any scheme or arrangement in terms of Section 230 to 237 of the Companies Act 2013.
49. During the year no income was surrendered or disclosed as income in the tax Assessments.
50. **Use of Borrowed Funds:** During the year Company has not borrowed any funds from banks and Financial Institutions.
51. The company has not dealt in Crypto Currency during the year.
52. The Company has not advanced or loaned or invested funds to any other person or entities with an understanding that the intermediary will invest or provide any guarantee, security or the like to or on behalf of ultimate beneficiaries.
53. The Company has not received any fund from any person (s) or entity(s), including foreign entities (Funding party) with the understanding that the company shall directly or indirectly invest or provide any guarantee, security or the like to or on behalf of funding party.
54. In the opinion of the Board, all current assets have a value on realization in the ordinary course of business which is equal to the amount at which they are stated in financial statements.
55. Additional information, to the extent applicable, required under paragraphs 5 (viii) (c) of general instructions for preparation of the Statement of profit & Loss as per schedule III to the Companies Act, 2013

(A) Composition of Raw Material Consumption:

(Rs. In Hundreds)

Raw Material Consumption	2023-24		2022-23	
	Value	Percentage	Value	Percentage
Imported	Nil	Nil	Nil	Nil
Indigenous	Nil	Nil	Nil	Nil

(B) Value of Imports on CIF basis:-

Particulars	2023-24	2022-23
Raw Material	NIL	NIL

(C) Earning in Foreign Currency:

Particulars	2023-24	2022-23
F.O.B Value of Exports	NIL	NIL



(D) Expenditure in Foreign Currency (on payment basis):

Particulars	2023-24	2022-23
Expenditure in Foreign Currency	NIL	NIL

56. There are no separate reportable segments as per IND AS-108.

57. Previous year figures have been regrouped, rearranged wherever necessary to correspond with the current year's classification/disclosure.

For Nemani Garg Agarwal & Co.

For and on behalf of the Board of Directors of MPS Infotecncs Limited

Chartered Accountants

Firm Regn. No. : 010192N

(Jeetmal Khandelwal)

Partner

Membership No. 074267

UDIN: 24074267BKHGUV2517

(Peeyush Kumar Aggarwal)

Managing Director

DIN: 00090423

(Rachit Garg)

Director

DIN: 07574194

(Garima Singh)

Company Secretary CFO

(Sanjay Sharma)

Place: New Delhi

Date: 30th May, 2024



MPS INFOTECNICS LIMITED
CIN: L30007DL1989PLC31190
703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED FINANCIAL STATEMENT

Statement of Compliance with Ind AS

In accordance with the notification dated 16th February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 1st April, 2016 with restatement of previous year figures presented in this financial statements. Accordingly, the Consolidated Financial Statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The Company has adopted all the applicable Ind AS and the adoption was carried out in accordance with Ind AS-101 First time adoption of Indian Accounting Standards.

The transition was carried out from Generally Accepted Accounting Principles in India which comprised of applicable Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India (ICAI), relevant applicable provisions of the Companies Act, 1956, and the Companies Act, 2013 to the extent applicable and the applicable guidelines issued by the Securities and Exchange Board of India (SEBI) ("Previous GAAP").

These Consolidated Financial Statements for the year ended 31st March, 2019 are the second Consolidated Financial Statements of the Company prepared in accordance with Ind AS. The date of transition to Ind AS was 1st April, 2016.

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the Consolidated Financial Statements are approved for issue by the Board of Directors has been considered in preparing these financial statements.

A. Basis of Accounting & Preparation of Consolidated Financial Statements

These Consolidated Financial Statements are prepared on the accrual basis of accounting, under the historical cost convention except for the following:

- i) Certain financial assets and financial liabilities measured at fair value;

There is no change in the system of accounting as being consistently followed from earlier years unless otherwise stated.

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time between procurement of raw material and realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Principles of Consolidation

The consolidated financial statements relate to MPS Infotecnics Limited ('the Holding Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- a). The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".
- b). The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- c). The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.



- d). Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- e). Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

B. Use of Estimates

The preparation of Consolidated Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the Consolidated Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Property, plant and equipment (PPE) and Capital work-in-progress (CWIP)

Transition to Ind AS

The Company had elected to continue with carrying value of all Property, plant and equipment and Capital work-in-progress (CWIP) under the previous GAAP as deemed cost as at the transition date i.e. 1st April, 2016.

Under the previous GAAP, Property, plant and equipment were stated at their original cost (net of accumulated depreciation and impairment) adjusted by revaluation of certain assets.

The Property, plant and equipment (PPE) and Capital work-in-progress (CWIP) are stated at cost net of cenvat credit and/or at revalued price less accumulated depreciation and Accumulated Impairment.

Useful life of assets are considered on the basis of schedule-II of Companies Act 2013.

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

D. Leases

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term

E. Intangible Assets

Transition to Ind AS:

The Company has elected to continue with carrying value of computer software under the previous GAAP, as deemed cost as at the transition date i.e. 1st April, 2016. Under the previous GAAP, computer software was stated at their original cost (net of accumulated amortization and accumulated impairment, if any).

Intangible assets expected to provide future enduring economic benefits are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortization and impairment, if any.



F. Depreciation and Amortisation

Depreciation on fixed assets is provided to the extent of depreciable amount on straight line method (SLM) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 over their useful life. Intangible Assets are amortised over a period of 10 years considering the useful life of the underlying assets on Straight Line Basis.

G. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

H. Foreign Currency Transactions

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognised as exchange difference
- (c) Non monetary foreign currency items are carried at cost.
- (d) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

I. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.



External valuers are involved for valuation of significant assets, such as properties. Involvement of external valuers is decided by the management after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Financial instruments

Financial assets and financial liabilities are recognised in the Balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity and debt securities, trade and other receivables, loans and advances, cash and bank balances and derivative financial instruments.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- 1) At amortised cost,
- 2) At fair value through other comprehensive income (FVTOCI), and
- 3) At fair value through profit or loss (FVTPL).

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- 1) The asset is held within a business model whose objective is to hold the asset for collecting contractual cash flows, and
- 2) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value except in case of investment in subsidiary carried at deemed cost and associate carried at cost.

Deemed cost is the carrying amount under the previous GAAP as at the transition date i.e. 1st April, 2016. Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in profit or loss. The Company may make an irrevocable election to present in OCI subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognised as gain or loss to the extent it arises from change in input to



valuation technique. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI.

There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

J. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, charges in bringing them to their respective present location and condition.

K. Revenue Recognition

Revenue from Fixed Price Software Contracts is recognised principally on the basis of completed Milestones as specified in the contracts.

Software Development and Services are recognised on time basis as per terms of specified contracts

Sale of Software / Hardware products is recognised on the dispatch of goods from company's premises. No provision has been made for possible returns or expenses during the warranty period.

Income from Annual Maintenance Contracts, Web Hosting and Domain Registration are accounted for in the ratio of period expired to the total period of the contract and the amount received from the customers towards the un-expired portion of such contract is treated as advance received.

Interest Income is recognized on time proportion basis.

L. Employee Benefits

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

(b) Post employment benefits:

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The company makes specified monthly contributions towards provident fund. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized in the other comprehensive income



Long term employment benefits

The Company's net obligation in respect of long-term employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

M. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

N. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statement and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of an asset or liability in a transaction (other than a business combination) affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets are recognised for the carry forward of unused tax losses and unused tax credit to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised on all taxable temporary differences.

O. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

P. Estimated fair value of unlisted securities

The fair values of financial instruments that are not traded in an active market and cannot be measured based on quoted prices in active markets is determined using valuation techniques including the net assets value (NAV) model. The Group uses its judgment to select a variety of method / methods and make assumptions that are mainly based on market conditions existing at the end of each financial year. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Q. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.





MPS INFOTECNICS LIMITED

CIN: L30007DL1989PLC131190

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

Form No. MGT-11 Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member:

Registered Address:

Registered E-Mail Address:

Folio No. /Client ID:

DP ID:

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____,
or failing him/her

2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 35th Annual General Meeting of members of the Company, to be held on Tuesday, May 12, 2026 at 11.00 a.m. at the 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	RESOLUTIONS	Vote (Optional, see Note 2) (Please mention no. of shares)	
		For	Against
A.	ORDINARY BUSINESS		
1.	Approval of Financial Statements		
2.	Re-appointment of Mr. Rachit Garg, who is liable to retire by rotation		
B.	SPECIAL BUSINESS		
3.	Re-appointment of Mr. Santosh Pradhan as an Independent Director		
4.	Appointment of Mr. Pankaj Prasad (DIN: 01481240) as an Independent Director of the Company		
5.	Approval of Related Party Transactions		
6.	To consider and approve disinvestment in subsidiaries of the company		

Signed this day of..... 2026
Signature of Shareholder
Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting (on or before 11:00 a.m. on May 10, 2026).



MPS INFOTECNICS LIMITED

CIN: L30007DL1989PLC131190

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

ROUTE MAP TO THE VENUE OF THE 35th ANNUAL GENERAL MEETING

Route map of the venue of 35th Annual General Meeting of MPS Infotecnics Limited to be held on Tuesday, May 12, 2026, at 11:00 a.m. at the 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-10001

