

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190
An ISO 9001 - 2008 Company



August 14, 2018

To,
The Manager- Listing
National Stock Exchange of India Ltd.
Exchange Plaza, C -1, Block -G,
Bandra Kurla Complex, Bandra (East)
Mumbai— 400051

The Manager -Listing
BSE limited,
Floor 25, P. J. Towers,
Dalal Street,
Mumbai —400001

NSE Symbol: VISESHINFO

Scrip Code: 532411

Subject: Outcome of the Board Meeting and Submission of Unaudited Financial Results for the quarter ended 30th June, 2018 as required u/r 33 of the SEBI (LODR) Regulations, 2015.

Dear Sir,

This is to inform you that in pursuance to Regulation 33 of SEBI (LODR) Regulations, 2015, the Board of Directors of the Company in its meeting held today i.e. August 14, 2018 at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110001, which commenced at 12.30 p.m. and concluded just now has, inter-alia, transacted the following businesses:

1. Considered and Approved the Standalone and Consolidated Unaudited Financial Results of the Company for the quarter ended 30th June, 2018.
2. Considered and taken on records Limited Review Report submitted by the Statutory Auditors of the company for the Standalone and Consolidated Unaudited Financial Results for the quarter ended 30th June, 2018.
3. Appointed M/s Nemani Garg Agarwal & Co. as the Statutory Auditors of the company for a period of five years subject to the approval of shareholders of the company in the forthcoming Annual General Meeting.
4. Consider disinvestment in Axis Convergence Inc, Greenwire Network Ltd., and Opentech Thai Network Specialists Co. Ltd., the subsidiaries of the Company subject to the approval of shareholders of the company in the forthcoming Annual General Meeting.

Further pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015, a copy of the aforesaid Financial Results for the quarter ended 30th June, 2018 alongwith Limited Review Report of the Statutory Auditors thereon is enclosed herewith for your kind perusal.

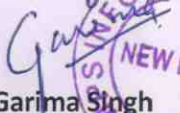
Corporate Office : B-55, Sector - 65, Noida (U.P.)-201301
Ph: +91-0120-4713900, Fax: +91-0120-4324040
Regd. Office : 703, Arunachal Building,
19, Barakhamba Road, New Delhi-1
Ph.: 011-43571044, Fax: 011-43571047
E-mail : info@viseshinfo.com



Kindly take the aforesaid information in your records.

Thanking You.

**Yours Truly,
For Interworld Digital Limited**


**Garima Singh
Company Secretary &
Compliance Officer**



MPS INFOTECNICS LIMITED

(Formerly VISESH INFOTECNICS LIMITED)

CIN: L30007DL1989PLC131190

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

Statement of Un-audited Standalone Financial Results for the Quarter Ended 30th June 2018

Rs. In Lacs

S.NO	Particulars	3 MONTHS ENDED			YEAR ENDED
		30-Jun-2018 (Unaudited)	31-Mar-2018 (Audited)	30-Jun-2017 (Un-audited)	31-Mar-2018 (Audited)
I	Revenue from operations	1,078.54	811.10	2,754.76	7,705.11
II	Other income	0.18	1.10	1.32	685.87
III	Total Revenue (I + II)	1,078.72	812.20	2,756.08	8,390.98
IV	Expenses:				
	Cost of materials consumed	-	-	-	-
	Purchases of Stock-in-Trade	1,059.99	792.54	2,714.55	7,622.44
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	8.62	(8.62)	-	(8.62)
	Employee benefits expense	24.44	32.75	46.52	151.61
	Finance costs	14.91	115.96	187.73	321.16
	Depreciation and amortization expense	37.42	51.06	26.63	162.53
	Other expenses	25.93	36.67	40.77	142.03
	Total expenses	1,171.31	1,020.36	3,016.20	8,391.15
V	Profit before exceptional and extraordinary items and tax (III - IV)	(92.59)	(208.16)	(260.12)	(0.18)
VI	Exceptional items	-	(3.46)	3.63	-
VII	Profit before extraordinary items and tax (V - VI)	(92.59)	(204.70)	(263.75)	(0.18)
	Prior period Items	-	-	-	-
VIII	Extraordinary items	-	-	-	-
IX	Profit before tax (VII- VIII)	(92.59)	(204.70)	(263.75)	(0.18)
X	Tax expense:				
	(1) Current tax	-	(25.00)	-	-
	(2) Earlier Year Taxes (Net)	-	-	-	(360.29)
	(2) Deferred tax	59.81	158.30	(8.28)	108.98
XI	Net Profit (Loss) for the period from continuing operations (IX-X)	(152.40)	(338.00)	(255.47)	251.13
XII	Profit/(loss) from discontinuing operations before tax				
XIII	Tax expense of discontinuing operations	-	-	-	-
XIV	Net Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-
	Share of Profit / (Loss) of associates and joint ventures accounted for using equity method	-	-	-	-
XV	Total Profit / (Loss) for the period (XI + XIV)	(152.40)	(338.00)	(255.47)	251.13
	Other Comprehensive Income (Net of Tax)	0.75	3.69	-	3.69
	Total Comprehensive income for the period	(151.65)	(334.31)	(255.47)	254.81
	Paid up equity shares capital (Face Value of the share Re.1/- per share)	37,744.37	37,744.37	37,744.37	37,744.37
XVI	Earnings per equity share:				
	(1) Basic	(0.004)	(0.009)	(0.007)	0.007
	(2) Diluted	(0.004)	(0.009)	(0.007)	0.007

Un-Audited Standalone Segment Information for the Quarter Ended 30th June 2018

S.No	Particulars	Quarter Ended			Year Ended
		30-Jun-2018 (Unaudited)	31-Mar-2018 (Audited)	30-Jun-2017 (Un-audited)	31-Mar-2018 (Audited)
1	Segment Revenue				
	(Net sale / income from each segment should be disclosed under this head)				
(a)	IT Solutions & Products	10.92	43.12	56.65	196.55
(b)	IT enabled Services	9.10	16.60	13.23	50.14
(c)	Telecommunication	1,058.52	751.99	2,684.87	7,458.43
	Total	1,078.54	811.10	2,754.75	7,705.11
2	Segment Results Profit (+) / Loss (-) before tax and interest from each segment				



(a)	IT Solutions & Products	0.26	1.06	(1.58)	(3.24)
(b)	IT enabled Services	0.14	(0.96)	1.48	4.13
(c)	Telecommunication	(37.06)	(26.51)	(39.94)	(186.41)
	Total	(36.67)	(26.41)	(40.04)	(185.52)
	Less: (i) Interest	14.91	115.96	187.73	321.17
	(ii) Other Un-allocable Expenditure net off	41.20	66.89	33.67	179.36
	(iii) Un-allocable income	0.18	1.10	1.32	685.87
	Total Profit before Tax	(92.59)	(208.16)	(260.12)	(0.18)

3 Capital Employed: Since Fixed Assets used in the company's business cannot be specifically identified with any of the reportable segments as these are used interchangeably among segments, hence segment wise disclosure on capital employed has not been furnished.

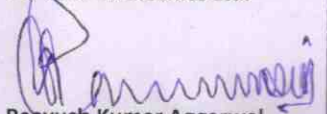
Notes:

- (1) The above results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at its meeting held on August 14, 2018
- (2) Statutory Auditors of the Company have carried out the limited review of the financial Results for the quarter ended 30th June 2018.
- (3) The figures of the previous periods have been re-cast / re-grouped / re-arranged wherever necessary in conformity with the requirements of the revised schedule III, of the Companies Act, 2013.
- (4) The qualifications made by the Auditors in their Audit Report on the accounts of the Company for the year ended 31st March 2018, explanation of the Board thereon and undated position as on date are as under:
- Auditors' Qualification: (a) The Company has shown in the Balance Sheet, Bank Balance in Banco Efisa (Lisbon, Portugal) amounting to Rs. 347,892,163/- (In USD 8,883,210.75) Which the bank has adjusted and the matter is in court of Law. Consequently the Bank balance show in the balance Sheet is overstated by Rs. 347,892,163/-
- (b) The Company has increased its Authorised Capital fro Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY 2010-11 to FY 2012-13, RoC fees towards the sane stands payable, under the head other current liabilities in the Financial Statements.
- (c) All statutory dues have generally been deposited with the appropriate authorities except Income Tax payable for AY-2013-14 amounting to Rs. 20.80 Lacs
- (5) Explanation: (a) As regards auditors qualification at S.No. 6(a) the company has filed a civil suit bearing No. 2446/12.2TVLSB before the 10th Lower Court of Lisbon, Portugal. The Company has no additional explanation to offer in view of the matter being sub-judice.
- (b) As regards auditors' qualification at Serial No. 6(b), it is submitted that the company has filed a writ petition bearing no. WP (C) 5199/2015 before the Hon'ble Delhi High Court challenging the applicability of provisions prescribed under para 3 of table B under registration of offices and fees rules 2014. The matter is presently pending before the Hon'ble Delhi High Court hence the company has no additional explanation to offer.
- (c) Provisions 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.
- (5) In the matter of GDR issue of the Company, the Company has received Notice bearing no. EAD-4/ADI/BS/DS/OW/15556/1/2018 dated May 28, 2018 from SEBI calling upon the company and its Directors to show cause as to why an inquiry should not be held for alleged contravention of the provisions of SEBI Act, SCRA, PFUTP Regulations and Listing Agreement. The Company vide letter dated June 13, 2018 had requested for inspection of documents. Response of SEBI is awaited.

New Delhi
14th August 2018



For MPS Infotecnics Ltd.


Peeyush Kumar Aggarwal
Managing Director & Chairman
of the Board Meeting

MPS INFOTECNICS LIMITED

(Formerly VISESH INFOTECNICS LIMITED)

CIN: L30007DL1989PLC131190

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

Statement of Un-audited Consolidated Financial Results for the Quarter Ended 30th June 2018

Rs. In Lacs					
S.NO	Particulars	3 MONTHS ENDED			YEAR ENDED
		30-Jun-2018 (Unaudited)	31-Mar-2018 (Audited)	30-Jun-2017 (Un-audited)	31-Mar-2018 (Audited)
I	Revenue from operations	1,078.54	817.15	2,808.42	7,776.73
II	Other income	0.18	1.10	1.32	685.87
III	Total Revenue (I + II)	1,078.72	818.25	2,809.74	8,462.60
IV	Expenses:				
	Cost of materials consumed	-	-	-	-
	Purchases of Stock-in-Trade	1,059.99	798.57	2,767.55	7,693.19
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	8.62	(8.62)	-	(8.62)
	Employee benefits expense	24.44	32.75	46.52	151.60
	Finance costs	14.91	(42.68)	187.73	162.53
	Depreciation and amortization expense	37.42	31.82	26.63	143.29
	Other expenses	25.93	36.84	41.42	143.29
	Total expenses	1,171.31	848.68	3,069.85	8,285.28
V	Profit before exceptional and extraordinary items and tax (III - IV)	(92.59)	(30.43)	(260.11)	177.31
VI	Exceptional items	-	3.46	-	-
VII	Profit before extraordinary items and tax (V - VI)	(92.59)	(33.89)	(260.11)	177.31
	Prior period Items	-	-	3.63	-
VIII	Extraordinary items	-	-	-	-
IX	Profit before tax (VII- VIII)	(92.59)	(33.89)	(263.74)	177.31
X	Tax expense:				
	(1) Current tax	-	(25.00)	-	-
	(2) Earlier Year Taxes (Net)	-	-	-	(360.29)
	(2) Deferred tax	59.81	(1,093.27)	(8.28)	(1,142.60)
XI	Net Profit (Loss) for the period from continuing operations (IX-X)	(152.40)	1,084.38	(255.46)	1,680.20
XII	Profit/(loss) from discontinuing operations before tax	-	-	-	-
XIII	Tax expense of discontinuing operations	-	-	-	-
XIV	Net Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-
	Share of Profit / (Loss) of associates and joint ventures accounted for using equity method	-	-	-	-
XV	Total Profit / (Loss) for the period (XI + XIV)	(152.40)	1,084.38	(255.46)	1,680.20
	Other Comprehensive Income(Net of Tax)	0.75	3.69	-	3.69
	Total Comprehensive income for the period	(151.65)	1,088.07	(255.46)	1,683.89
	Paid up equity shares capital (Face Value of the share Re.1/- per share)	37,744.37	37,744.37	37,744.37	37,744.37
XVI	Earnings per equity share:				
	(1) Basic	(0.004)	0.029	(0.007)	0.045
	(2) Diluted	(0.004)	0.029	(0.007)	0.045

Un-Audited Standalone Segment Information for the Quarter Ended 30th June 2018

S.No	Particulars	Quarter Ended			Year Ended
		30-Jun-2018 (Unaudited)	31-Mar-2018 (Audited)	30-Jun-2017 (Un-audited)	31-Mar-2018 (Audited)
1	Segment Revenue				
	(Net sale / income from each segment should be disclosed under this head)				
(a)	IT Solutions & Products	10.92	43.12	56.65	196.55
(b)	IT enabled Services	9.10	16.60	13.23	50.14
(c)	Telecommunication	1,058.52	757.44	2,738.54	7,530.05
	Total	1,078.54	817.15	2,808.42	7,776.74



2	Segment Results Profit (+) / Loss (-) before tax and interest from each segment				
(a)	IT Solutions & Products	0.26	0.80	(1.58)	(3.24)
(b)	IT enabled Services	0.14	(1.43)	1.48	4.13
(c)	Telecommunication	(37.06)	(6.69)	(39.93)	(167.56)
	Total	(36.67)	(7.32)	(40.03)	(166.67)
	Less: (i) Interest	14.91	(42.68)	187.73	162.53
	(ii) Other Un-allocable Expenditure net off	41.20	66.89	33.67	179.36
	(iii) Un-allocable income	0.18	1.10	1.32	685.87
	Total Profit before Tax	(92.59)	(30.43)	(260.11)	177.31
3	Capital Employed: Since Fixed Assets used in the company's business cannot be specifically identified with any of the reportable segments as these are used interchangeably among segments, hence segment wise disclosure on capital employed has not been furnished.				

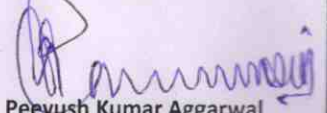
Notes:

(1)	The above results were reviewed by the audit committee in its meeting held on 9th August 2018 and thereafter taken on record by the Board of Directors at its meeting held on August 14, 2018				
(2)	Statutory Auditors of the Company have carried out the limited review of the financial Results for the quarter ended 30th June 2018.				
(3)	(3) Pursuant to the provisions of the Listing Regulations, 2015, the management has decided to publish consolidated unaudited financial results for the quarter ended 30th June 2016 in the News papers, however, the standalone unaudited financial results will be made available on the Company's website i.e. www.visheshinfo.com and on the websites of NSE and BSE. Stand Alone Financial results are as under:				
	Particulars	Quarter ended			Year Ended
		30-Jun-18 (Unaudited)	31-Mar-18 (Unaudited)	30-Jun-17 (Unaudited)	31-Mar-18 (Audited)
	Net Sales	1,078.54	811.10	2,754.76	7,705.11
	Profit before Tax	(92.59)	(204.70)	(263.75)	(0.18)
	Profit after tax	(152.40)	(338.00)	(255.47)	251.13
(4)	The figures of the previous periods have been re-cast / re-grouped / re-arranged wherever necessary in conformity with the requirements of the revised schedule III, of the Companies Act, 2013.				
(5)	The qualifications made by the Auditors in their Audit Report on the accounts of the Company for the year ended 31st March 2018, explanation of the Board thereon and undated position as on date are as under:				
	Auditors' Qualification: (a) The Company has shown in the Balance Sheet, Bank Balance in Banco Efisa (Lisbon, Portugal) amounting to Rs. 347,892,163/- (In USD 8,883,210.75) Which the bank has adjusted and the matter is in court of Law. Consequently the Bank balance show in the balance Sheet is overstated by Rs. 347,892,163/-				
	(b) The Company has increased its Authorised Capital fro Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY 2010-11 to FY 2012-13, RoC fees towards the same is payable under the head other current liabilities in the Financial Statements.				
	(c) All statutory dues have generally been deposited with the appropriate authorities except Income Tax payable for AY-2013-14 amounting to Rs. 20.80 Lacs				
	Explanation: (a) As regards auditors qualification at S.No. 6(a) the company has filed a civil suit bearing No. 2446/12.2TVLSB before the 10th Lower Court of Lisbon, Portugal. The Company has no additional explanation to offer. In view of the matter being sub-judice.				
	(b) As regards auditors' qualification at Serial No. 6(b), it is submitted that the company has filed a writ petition bearing no. WP (C) 5199/2015 before the Hon'ble Delhi High Court challenging the applicability of provisions prescribed under para 3 of table B under registration of offices and fees rules 2014. The matter is presently pending before the Hon'ble Delhi High Court hence the company has no additional explanation to offer.				
	(c) Provisions 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.				
(6)	In the matter of GDR issue of the Company, the Company has received Notice bearing no. EAD-4/ADJ/BS/DS/OW/15556/1/2018 dated May 28, 2018 from SEBI calling upon the company and its Directors to show cause as to why an inquiry should not be held for alleged contravention of the provisions of SEBI Act, SCRA, PFUTP Regulations and Listing Agreement. The Company vide letter dated June 13, 2018 had requested for inspection of documents. Response of SEBI is awaited.				

New Delhi
14th August 2018



For MPS Infotecnics Ltd.


Peeyush Kumar Aggarwal
Managing Director & Chairman
of the Board Meeting



RMA & ASSOCIATES LLP

Chartered Accountants
LLPIN: AAI-9419 (ISO 9001:2015)

Address : A-13, Ground Floor, Lajpat
Nagar-III, New Delhi - 24

Phone : 011-49097836
Email : ca.jamit@gmail.com
Website : www.rma-ca.com

Limited Review Report

To,
The Board of Directors
MPS Infotecnics Limited
(formerly Visesh Infotecnics Ltd.)

We have reviewed the accompanying statement of standalone & consolidated unaudited financial results of MPS Infotecnics Limited (formerly known as Visesh Infotecnics Limited) for the quarter ended 30th June, 2018. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.


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

Basis of Qualified conclusion

1. The Company has shown in the balance sheet, bank balance in Banco Effisa (Lisbon Portugal) amounting to Rs. 347,892,163/- (in USD8883210.75) which the Bank has adjusted and the matter is in court of law. Consequently the bank balance shown in balance sheet is overstated by Rs. 347,892,163/-.
2. The Company has 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, ROC fees of Rs. 4.64 crores toward the same stands payable, under the head "other Current Liabilities" in the Financial Statements.
3. Income Tax for the AY 2013-14 amounting to Rs. 20.80 lacs and interest thereon is payable.

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

For RMA & Associates LLP
Chartered Accountants
(FRN:000978N/N500062)


Amit Jain
(Partner)
(Membership No. 503109)
Place: New Delhi
Date: 09th August, 2018





RMA & ASSOCIATES LLP

Chartered Accountants
LLPIN: AAI-9419 (ISO 9001:2015)

Address : A-13, Ground Floor, Lajpat
Nagar-III, New Delhi - 24
Phone : 011-49097836
Email : ca.jamit@gmail.com
Website : www.rma-ca.com

Auditor's Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To Board of Directors of
MPS Infotecnics Limited
(Formerly Visesh Infotecnics Limited)

We have reviewed the quarterly consolidated financial results of M/S. MPS Infotecnics Limited (formerly Visesh Infotecnics Limited) for the quarter ended 30th June , 2018 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated quarterly financial results as well as the consolidated year to date financial results have been prepared from consolidated interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial results based on our review of such consolidated interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), mandated under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We did not review the financial statements of the three (3) subsidiaries included in the consolidated quarterly financial results, whose consolidated interim financial statements reflect total revenue of Rs. NIL as at 30th June , 2018. These interim financial statements and other financial information have been reviewed by other auditors whose report(s) has/have not been furnished to us, and our opinion on the quarterly financial results and the year to date results, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.

Basis of Qualified conclusion

1. The Company has shown in the balance sheet, bank balance in Banco Effisa (Lisbon Portugal) amounting to Rs. 347,892,163/- (in USD8883210.75) which the Bank has adjusted and the matter is in court of law. Consequently the bank balance shown in balance sheet is overstated by Rs. 347,892,163/-.
2. The Company has 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 , ROC fees of Rs. 4.64 crores toward the same stands payable, under the head "other Current Liabilities" in the Financial Statements.
3. Income Tax for the AY 2013-14 amounting to Rs. 20.80 lacs and interest thereon is payable.



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

For RMA & Associates LLP
Chartered Accountants
(FRN:000978N/N5000621)



Amit Jain
(Partner)
(Membership No. 503109)
Place: New Delhi
Date: 09th August, 2018
Chartered Accountants

