

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190
An ISO 9001 - 2008 Company



February 12, 2020

To, National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex (E) Mumbai-400051. NSE Scrip Code: VISESHINFO	To, Bombay Stock Exchange limited, Floor 25, P J Towers, Dalal Street, Mumbai -400001 BSE Scrip Code - 532411
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Sub.: Submission of Financial Results for the quarter and nine months ended December 31st, 2019 pursuant to Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Unaudited Financial Results (Standalone & Consolidated), together with the Limited Review Report for the third quarter & nine months ended on 31st December, 2019.


These financial statements/results are also available on the Company's website www.mpsinfotec.com (under Investor Zone).

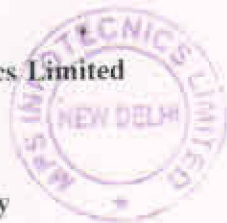
Kindly acknowledge receipt and take the same on records.

Thanking you.

Yours faithfully,

For MPS Infotecnics Limited


Prachi Sharma
Company Secretary



Encl: Unaudited Financial Statements along with Limited Review Report for the quarter and nine months ending December 31st, 2019.

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

MPS 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 and Nine Months Ended December 31, 2019

(INR in Lacs)

Sr.No	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-Dec-19 (Unaudited)	30-Sep-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Dec-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Mar-19 (Audited)
1	INCOME						
	Revenue from operations	347.24	301.93	12.90	803.96	1,688.86	1,700.88
	Other income	0.04	0.06	0.32	0.28	0.63	12.48
	Total Income	347.28	301.99	13.23	804.22	1,689.49	1,712.88
2	EXPENSES						
	Cost of materials consumed	-	-	-	-	-	-
	Purchases of Stock-in-Trade	113.08	526.40	8.06	824.85	1,652.81	1,667.91
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	229.88	(239.52)	-	(9.64)	12.01	12.01
	Employee benefits expense	6.28	6.22	7.13	18.60	49.60	55.64
	Finance costs	(2.43)	14.34	15.07	26.10	45.24	59.99
	Depreciation and amortization expense	89.58	89.58	192.89	268.74	267.52	352.14
	Other expenses	24.16	27.19	24.30	78.34	75.34	99.95
	Total expenses	460.54	424.21	247.26	1,206.98	2,102.53	2,247.65
3	Profit before exceptional and extraordinary items and tax (1-2)	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
4	Exceptional items						
5	Profit before extraordinary items and tax (3-4)	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
6	Extraordinary items/Prior Period						
7	Profit before tax (5-6)	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
8	Tax expense						
	(1) Current tax	-	-	-	-	-	-
	(2) Deferred tax	98.35	98.35	132.49	295.05	321.33	348.38
	Total tax expense	98.35	98.35	132.49	295.05	321.33	348.38
9	Profit (Loss) for the period from continuing operations (7-8)	(211.61)	(220.57)	(366.52)	(697.81)	(734.37)	(883.14)
10	Profit/(Loss) from discontinuing operations						
11	Tax expense of discontinuing operations						
12	Profit/(loss) from Discontinuing operations (after tax) (10-11)						
13	Profit (Loss) for the period (9+12)	(211.61)	(220.57)	(366.52)	(697.81)	(734.37)	(883.14)
14	Other Comprehensive Income (Net of Tax)	0.18	0.18	0.75	0.54	2.24	10.91
	Total Comprehensive Income for the period (13+14)	(211.43)	(220.39)	(365.77)	(697.27)	(732.13)	(872.23)
15	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	37,744.37	37,744.37
16	EARNING PER EQUITY SHARE (EPS):						
	(1) Basic	(0.006)	(0.006)	(0.010)	(0.018)	(0.019)	(0.029)
	(2) Diluted	(0.006)	(0.006)	(0.010)	(0.018)	(0.019)	(0.029)

Un-audited Standalone Segment Information for the Quarter & Nine Months ended December 31, 2019

(INR in Lacs)

S.No	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-Dec-19 (Unaudited)	30-Sep-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Dec-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Mar-19 (Audited)
1	Segment Revenue						
	(Net sales / income from each segment should be disclosed under this head)						
(a)	IT Solutions & Products	-	-	0.60	-	11.52	11.52
(b)	IT enabled Services	11.72	22.22	12.81	45.34	38.53	50.06
(c)	Telecommunication	335.54	279.72	-	780.03	1,638.82	1,638.82
	Total	347.24	301.93	12.90	803.96	1,688.86	1,700.39
2	Segment Results Profit (+) / Loss (-) before tax and interest from each segment						
(a)	IT Solutions & Products	-	-	(4.07)	-	(4.35)	(4.36)
(b)	IT enabled Services	3.77	8.29	(18.65)	15.19	(14.14)	(26.27)
(c)	Telecommunication	(25.95)	(21.73)	-	(110.85)	(70.40)	(88.72)
	Total	(22.18)	(13.44)	(22.72)	(95.46)	(88.90)	(119.35)
	Less: (i) Interest	(2.43)	14.34	15.07	26.10	45.24	59.99
	(ii) Other Un-allocable Expenditure net off	98.35	94.50	196.56	281.46	275.53	367.92
	(iii) Unallocable income	0.04	0.06	0.32	0.28	0.63	12.48
	Total Profit before Tax	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
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:

- The above results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at its meeting held on February 12, 2020
- Financial results for all the periods have been prepared in accordance with the recognition and measurement principles of IND AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
- 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.

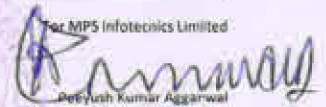
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14)	The main business of the Company under Telecommunication segment was of Mobile and DTH recharge, however, due to stiff competition from various telcom operators, e-commerce sites, the recharge business is no more economically viable hence the company is exploring the possibility of trading in Mobile Phones in the domestic as well as international market. During the period under review, the company had traded in Balckberry mobile phones in the domestic as well as international market. Though the Company has suffered trading losses, yet the management hopes to recover the losses and make good profit on continued supplies on account of better purchase prices on quantity buying.
15)	Axis Convergence INC and Greenwave Network Limited, wholly owned foreign subsidiaries of the Company were in the business of providing internet telephony services in the form of VoIP based traffic exchange and mobile messaging exchange, however, with the development of various mobile application worldwide, like whatsapp, Hike, Google duo, etc., which not only provides messaging services also provides video calling, the business of these subsidiaries have declined and the revenues of the subsidiaries during the quarter is "Nil". Since these subsidiary Companies are no more economically viable, the members, at the Annual General Meeting held on 30th September 2019, had given their consent to sell the investments made by the company in these subsidiaries. The management of the Company is in process of identifying suitable buyer, however at the same time the company is also making efforts to revive the business of these subsidiaries. The revival of these subsidiaries are possible once the company has realised funds from other assets.
16)	Opentech Thin Network Specialist Company Ltd., subsidiary of the company was in the business of trading in Computer and Computer peripherals. With the business in consumer durable sector including Computer hardware and peripherals, being conducted Online by giants like Amazon, ebay, flipcart, etc., which are giving lucrative offers to the buyers has resulted in sharp decline in the business of the said subsidiary. The revenues from the said subsidiary during the quarter is "Nil". Since the subsidiary is no more economically viable, the members, at the Annual General Meeting held on 30th September 2019, had given their consent to sell the investments made by the company in the subsidiary. The management of the Company is in process of identifying suitable buyer, however at the same time the company is also making efforts to revive the business of the subsidiary. The revival of the subsidiary company is possible once the company has realised funds from other assets.
7)	<p>The Statutory Auditors have not made any qualified opinion in the limited review report for the quarter and nine month ended on 31st December 2019 submitted to the Board, however, the Auditors in their Audit Report on the Audited accounts of the Company for the Financial Year ended 31st March 2019 had opined that: -</p> <p>Auditors' Qualification: (a) following items shown as intangible assets/inventory, there has been no progress/utilization in the last three years; (i) Capital Work in Progress-Rs. 56 Crores (Software development) (ii) Software Rights-Rs. 36 Crores; (iii) Opening Stock (Source Codes)-Rs. 62 crores. (b) Investments in subsidiaries Rs. 62 Crores. There are no operations in these overseas subsidiaries & no audit has been done & no updated information has been received.</p> <p>(a) The Company has shown in the Balance Sheet, Bank Balance in Banco Efise (Lisbon, Portugal) amounting to Rs. 34,78,92,163/- (In USD 8,883,210.75) which the bank has adjusted and the matter is in court of Law. Consequently the bank balance shown in the balance sheet is overstated by Rs. 34,78,92,163/-</p> <p>(ii) The Company has increased its Authorised Capital from 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 stands payable, under the head other current liabilities in the Financial Statements</p> <p>(a) All statutory dues have generally been deposited with the appropriate authorities except Income Tax payable for AY-2013-14 amounting to Rs. 20.80 lakhs.</p> <p>Explanation of the Board: (a) The company will be able to take business benefits once adequate funds are realised from other assets of the Company. Adequate measures are being taken by the Company to realise these assets. (b) The Company is making all efforts to revive the business in these subsidiaries, however, the same is possible once the Company has realised funds from other assets of the Company. The Company is in the process of selling its investment in its subsidiaries for which consent of the members have already been obtained.</p> <p>(c) As regards auditors qualification at S.No. 7 (c) the company has filed a civil suit bearing No. 2446/12.TVLSB before the 10th Lower Court of Lisbon, Portugal. The Company has no additional explanation to offer as the matter is sub-judice.</p> <p>(d) As regards auditors' qualification at Serial No. 7 (a), it is submitted that the writ petition bearing no. WP (C) 5199/2016 pending before the Hon'ble Delhi High Court challenging the applicability of provisions prescribed under para 3 of table B under Companies (Registration of Offices and Fees) Rules, 2014 had been dismissed vide order dated 15/01/2019. An SLP before the Hon'ble Supreme Court has been filed against the orders passed by the Hon'ble Delhi High Court and has been registered as SLP(C)19596/2019. As informed by our Advocates on records, the Hon'ble Apex Court vide its Order dated 09/08/2019 while issuing Notice to Union of India has directed the Company to deposit Rs. 3.22 Crores within a period of 6 weeks.</p> <p>(a) As regards auditors' qualification at Serial No. 7 (a) 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.</p>
8)	In exercise of powers given by SEBI vide letter reference SEBI/HO/ISO/OW/P/2017/26893 dated November, 2, 2017, the National Stock Exchange vide interim order dated 10th January 2018, modified the actions envisaged in SEBI's letter dated August 7, 2017 and directed trading in securities of the Company as it stood prior to issuance of letter dated August 7, 2017 by SEBI, appointed an independent forensic auditor; the promoters and directors of the company are permitted to buy the securities of the company. The shares held by the promoters and directors in the company are not allowed to be transferred for sale by depositories. Pursuant to the said letter, NSE appointed M/S. M.K. Aggarwal & Co., Chartered Accountants as the Forensic Auditor of the Company to conduct Forensic Audit. The Forensic Auditors appointed by NSE has submitted their report to the Exchange and the Exchange vide its letter bearing reference no. NSE/LIST/707/OS dated January 3, 2019 had forwarded the report to the company and sought further clarification to certain observations made by the Forensic Auditors in their report. An appropriate response to the observations on the forensic Audit Report has been submitted with the Stock Exchange. Consequent upon Company submitting appropriate response, NSE had again granted a personal hearing which concluded on 13.09.2019. The Company is now awaiting orders from NSE.

Place: New Delhi
Date: 12th February 2020



For MPS Infotronics Limited

Poojesh Kumar Aggarwal
Chairperson
DIN: 00090423

Nemani Garg Agarwal & Co.
Chartered Accountants

Independent Auditor's Review Report on the Quarterly & Year to date Standalone Unaudited Financial Results of the MPS Infotecnics Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Review Report to,
The Board of Directors
MPS Infotecnics Limited

We have reviewed the accompanying statement of Standalone unaudited financial results of "MPS Infotecnics Limited" for the quarter ended December 31st, 2019 and Year to date from April 1st, 2019 to December 31st, 2019 being submitted by the company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 (the Regulations) as amended read with SEBI Circular No. CIR/CFD/CMDI/44/2019 dated March 29, 2019 (the Circular).

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

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. 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.

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.

Our conclusion on the statement is not modified in respect of the above matters.

For Nemani Garg Agarwal & Co.
Chartered Accountants
(Firm's Registration No.010192N)

Place: New Delhi
Date: February 12, 2020



S.K. Nemani

S.K. Nemani
Partner

Membership No. 037222

1517, Devika Towers | 6, Nehru Place | New Delhi – 110.019 |
email | sknemani@sknemani.com | nemani61@gmail.com |
Phones | 0120-4374727 | 011-26448033 | +91-9811026144 |

MPS 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 and Nine Months Ended December, 2019

INR in Lacs

Sr.No	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-Dec-19 (Unaudited)	30-Sep-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Dec-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Mar-19 (Audited)
1	INCOME						
	Revenue from operations	347.24	301.93	12.90	803.96	1,688.86	1,700.39
	Other income	0.04	0.06	0.32	0.29	0.65	12.49
	Total income	347.28	301.99	13.23	804.22	1,689.49	1,712.88
2	EXPENSES						
	Cost of materials consumed	-	-	-	-	-	-
	Purchases of Stock-in-Trade	115.08	526.40	8.06	824.85	1,652.81	1,667.91
	Change in inventories of finished goods, work-in-progress and Stock-in-Trade	229.88	(239.52)	-	(9.64)	12.01	12.01
	Employee benefits expense	6.28	6.22	7.13	18.80	49.60	55.64
	Finance costs	(2.43)	14.34	15.07	26.10	45.24	59.99
	Depreciation and amortization expense	39.58	39.58	192.69	268.74	267.52	352.34
	Other expenses	34.16	27.19	24.30	78.34	78.34	99.95
	Total expenses	460.54	424.21	247.26	1,206.98	2,102.51	2,247.64
	Profit before exceptional and extraordinary items and tax (1-2)	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
4	Exceptional items	-	-	-	-	-	-
5	Profit before extraordinary items and tax (3-4)	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
6	Extraordinary items/Prior Period	-	-	-	-	-	-
7	Profit before tax (5-6)	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
8	Tax expense:						
	(1) Current tax	-	-	-	-	-	-
	(2) Deferred tax	88.35	88.35	132.49	295.05	321.33	348.38
	Total tax Expense	88.35	88.35	132.49	295.05	321.33	348.38
9	Profit (Loss) for the period from continuing operations (7-8)	(211.61)	(220.57)	(366.52)	(697.81)	(734.37)	(883.14)
10	Profit/(loss) from discontinuing operations	-	-	-	-	-	-
11	Tax expense of discontinuing operations						
12	Profit/(loss) from Discontinuing operations (after tax) (10-11)						
13	Profit (Loss) for the period (9+12)	(211.61)	(220.57)	(366.52)	(697.81)	(734.37)	(883.14)
14	Other Comprehensive Income (Net of Tax)	0.18	0.18	0.75	0.54	2.24	10.91
	Total Comprehensive income for the period (13+14)	(211.43)	(220.39)	(365.77)	(697.27)	(732.13)	(872.23)
15	Paid up equity shares capital (Face Value of the share Rs.1/- per share)	37744.37	37,744.37	37,744.37	37,744.37	37,744.37	37,744.37
16	EARNING PER EQUITY SHARE (EPS):						
	(1) Basic	(0.006)	(0.006)	(0.010)	(0.018)	(0.019)	(0.023)
	(2) Diluted	(0.006)	(0.006)	(0.010)	(0.018)	(0.019)	(0.023)

Un-audited Consolidated Segment Information for the Quarter & Nine Months ended December 31, 2019

INR in Lacs

S.No	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-Dec-19 (Unaudited)	30-Sep-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Dec-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Mar-19 (Audited)
1	Segment Revenue						
	(Net sale / income from each segment should be disclosed under this head)						
(a)	IT Solutions & Products	-	-	0.60	-	11.52	11.52
(b)	IT enabled Services	11.72	22.22	12.31	43.34	38.53	50.06
(c)	Telecommunication	335.53	279.72	-	760.63	1,638.82	1638.82
	Total	347.24	301.93	12.90	803.96	1,688.86	1,700.39
2	Segment Results Profit (+) / Loss (-) before tax and interest from each segment						
(a)	IT Solutions & Products	-	-	(4.07)	-	(4.36)	(4.36)
(b)	IT enabled Services	3.77	8.29	(18.65)	15.19	(14.14)	(26.27)
(c)	Telecommunication	(25.95)	(21.73)	-	(110.65)	(70.40)	(88.72)
	Total	(22.18)	(13.44)	(22.72)	(95.46)	(88.90)	(119.35)
	Less: (i) Interest	(2.43)	14.34	15.07	26.10	45.24	59.99
	(ii) Other Un-allocable Expenditure net off	93.55	94.50	196.56	281.46	279.53	367.92
	Add: Un-allocable income	0.04	0.06	0.32	0.29	0.65	12.49
	Total Profit before Tax	(113.26)	(122.22)	(234.03)	(402.76)	(413.04)	(534.76)
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 February 12, 2020.
 - (2) Financial results for all the periods have been prepared in accordance with the recognition and measurement principles of IND AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

(Signature)



(3)	The figures of the previous periods have been re-cast / re-grouped / re-arranged wherever necessary in conformity with the requirements of the revised Schedule III of the Companies Act, 2013						
(4)	Pursuant to the provisions of the Listing Regulations, 2015, the management has decided to publish consolidated Un-audited financial results for the quarter & nine month ended 31st December 2019 in the newspapers; however, the standalone Un-audited financial results will be made available on the Company's website at www.mpsinfotec.com & on the websites of NSE and BSE. Consolidated Financial Results are as under:						
	Particulars	Quarter Ended			Nine Month Ended		Year Ended
		31-Dec-19 (Unaudited)	30-Sep-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Dec-19 (Unaudited)	31-Dec-18 (Unaudited)	31-Mar-19 (Audited)
	Total Income*	347.28	301.99	13.23	804.22	1,689.49	1,712.88
	Profit before Tax	(113.26)	(122.77)	(234.03)	(402.76)	(413.04)	(534.76)
	Profit after Tax	(211.61)	(220.57)	(366.52)	(697.81)	(734.97)	(883.14)
	*Includes Revenue from Operations & Other Income						
(5)	The main business of the Company under Telecommunication segment was of Mobile and DTH recharge; however, due to stiff competition from various telecom operators, e-commerce sites, the recharge business is no more economically viable hence the company is exploring the possibility of trading in Mobile Phones in the domestic as well as international market. During the period under review, the company had traded in Blackberry mobile phones in the domestic as well as international market. Though the Company has suffered trading losses, yet the management hope to recover the losses and make good profit on continued supplies on account of better purchase prices on quantity buying.						
(6)	Axis Convergence IVC and Greenwire Network Limited, wholly owned foreign subsidiaries of the Company were in the business of providing internet telephony services in the form of VoIP based traffic Exchange and mobile messaging exchange. However, with the development of various mobile application worldwide, like whatsapp, Hike, Google duo, etc., which not only provides messaging services also provides video calling, the business of these subsidiaries have declined and the revenues of the subsidiaries during the quarter is "Nil". Since these subsidiary Companies are no more economically viable, the members, at the Annual General Meeting held on 30th September 2019, had given their consent to sell the investments made by the company in these subsidiaries. The management of the Company is in process of identifying suitable buyer, however at the same time the company is also making efforts to revive the business of these subsidiaries. The revival of these subsidiaries are possible once the company has realised funds from other assets.						
(7)	Opentech The Network Specialist Company Ltd., subsidiary of the company was in the business of trading in Computer and Computer peripherals. With the business in consumer durable sector including Computer Hardware and peripherals, being conducted Online by giants like Amazon, ebay, Flipcart, etc., which are giving lucrative offers to the buyers has resulted in sharp decline in the business of the said subsidiary. The revenues from the said subsidiary during the quarter is "Nil". Since the subsidiary is no more economically viable, the members, at the Annual General Meeting held on 30th September 2019, had given their consent to sell the investments made by the company in the subsidiary. The management of the Company is in process of identifying suitable buyer, however at the same time the company is also making efforts to revive the business of the subsidiary. The revival of the subsidiary company is possible once the company has realised funds from other assets.						
(8)	The Statutory auditors have not made any qualified opinion in the limited review report for the quarter and nine month ended on 31st December 2019 submitted to the Board, however, the Auditors in their Audit Report on the Audited accounts of the Company for the Financial Year ended 31st March 2019 had opined that:-						
	Auditors' Qualification: (a) following items shown as intangible assets/inventory, there has been no progress/utilization in the last three years: (i) Capital Work in Progress-Rs. 56 Crores (Software development) (ii) Software Rights-Rs. 26 Crores; (iii) Opening Stock (Source Codes)-Rs. 62 crores. (b) Investments in subsidiaries Rs. 52 Crores - There are no operations in these overseas subsidiaries & no audit has been done & no updated information has been received.						
	(c) The Company has shown in the Balance Sheet, Bank Balance in Banco Efaa (Lisbon, Portugal) amounting to Rs. 34,78,92,163/- (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. 34,78,92,163/-						
	(d) The Company has increased its Authorized Capital for Rs. 52.45 Crores to Rs. 377.50 crores during the period from FY 2010-11 to FY 2012-13, RoC lies towards the same stands payable, under the head either current liabilities in the Financial Statements.						
	(e) All statutory dues have generally been deposited with the appropriate authorities except income Tax payable for AY-2013-14 amounting to Rs. 20.80 lakhs.						
	Explanation of the Board: (a) The company will be able to take business benefits once adequate funds are realised from other assets of the Company. Adequate measures are being taken by the Company to realise these assets. (b) The Company is making all efforts to revive the business in these subsidiaries; however, the same is possible once the Company has realised funds from other assets of the Company. The Company is in the process of selling its investment in its subsidiaries for which consent of the members have already been obtained.						
	(c) As regards auditors' qualification at S.No. 8 (c) the company has filed a civil suit bearing No. 3448/12-2TVLSB before the 10th Lower Court of Lisbon, Portugal. The Company has no additional explanation to offer as the matter is sub-judice.						
	(d) As regards auditors' qualification at Serial No. 8 (d), it is submitted that the writ petition bearing no. WP (C) 5189/2015 pending before the Hon'ble Delhi High Court challenging the applicability of provisions prescribed under para 3 of table B under Companies (Registration of Offices and Fees) Rules, 2014 had been dismissed vide order dated 15/01/2019. An SLP before the Hon'ble Supreme Court has been filed against the orders passed by the Hon'ble Delhi High Court and has been registered as SLP(D)19596/2019. As informed by our Advocates on records, the Hon'ble Apex Court vide its Order dated 09/08/2019 while issuing Notice to Union of India has directed the Company to deposit Rs. 3.22 crores within a period of 6 weeks.						
	(e) As regards auditors' qualification at Serial No. 8 (e) provisions have 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.						
(9)	In exercise of powers given by SEBI vide letter reference SEBI/(ND)/SD/DW/FP/2017/26891 dated November, 2, 2017, the National Stock Exchange vide interim order dated 10th January 2018, modified the actions envisaged in SEBI's letter dated August 7, 2017 and directed trading in securities of the Company as it stood prior to issuance of letter dated August 7, 2017 by SEBI; appointed an independent forensic auditor; the promoters and directors of the company are permitted to buy the securities of the company. The shares held by the promoters and directors in the company are not allowed to be transferred for sale by depositors. Pursuant to the said letter, NSE appointed M/S. M.K. Aggarwal & Co., Chartered Accountants as the Forensic Auditor of the Company to conduct Forensic Audit. The Forensic Auditor appointed by NSE has submitted their report to the Exchange and the Exchange vide its letter bearing reference no. NSE/LIST/770705 dated January 3, 2019 has forwarded the report to the company and sought further clarification to certain observations made by the Forensic Auditor in their report. An appropriate response to the observations on the Forensic Audit Report has been submitted with the Stock Exchange. Consequently upon Company submitting appropriate response, NSE had again granted a personal hearing which concluded on 13.09.2019. The Company is now awaiting orders from NSE.						

Place: New Delhi
Date: February 12, 2020



For MPS Infotecnics Limited

Anand Kumar Aggarwal
Chairperson
DIN: 00090423

Nemani Garg Agarwal & Co.

Chartered Accountants

Independent Auditor's Review Report On consolidated unaudited quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of
MPS Infotecnics Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of "MPS Infotecnics Limited ("the Parent")" and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the net profit/(loss) after tax and total comprehensive income / loss for the quarter ended December 31st, 2019 and year to date from April 1st, 2019 to December 31st, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

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

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

4. The Statement includes the results of the following entities:

Name of Entity	Relationship
Axis Convergence INC	Wholly-Owned Subsidiary
Greenwire Network Limited	Wholly-Owned Subsidiary
Opentech thai Network Specialists Co. Limited	Wholly-Owned Subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and information and explanation given to us by the Management, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed or that it contains any material misstatement.

1517, Devika Towers | 6, Nehru Place | New Delhi – 110.019 |
email | sknemani@sknemani.com | nemani61@gmail.com |
Phones | 0120-4374727 | 011-26448033 | +91-9811026144 |

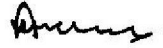


Nemani Garg Agarwal & Co.
Chartered Accountants

7. The consolidated unaudited financial results includes the interim financial information of above three subsidiaries which have not been reviewed by their auditors, whose interim financial information reflect total revenue of Rs. Nil and Rs.Nil, total net profit/(loss) after tax of Rs. Nil and Rs.Nil and total comprehensive income / loss of Rs. Nil and Rs. Nil for the quarter ended December 31, 2019 and for the period from April 1st, 2019 to December 31st, 2019 respectively, as considered in the consolidated unaudited financial results. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group.

Our conclusion on the statement is not modified in respect of our reliance on the interim financial information certified by the Management.

For Nemani Garg Agarwal & Co.
Chartered Accountants
(Firm's Registration No.010192N)



S.K. Nemani
Partner
Membership No. 037222



Place: New Delhi
Date: February 12, 2020

1517, Devika Towers | 6, Nehru Place | New Delhi – 110.019 |
email | sknemani@sknemani.com | nemani61@gmail.com |
Phones | 0120-4374727 | 011-26448033 | +91-9811026144 |