

MPS Infotecnics Limited

(Formerly Vivesh Infotecnics Limited)

CIN: L30007DL1989PLC131190

An ISO 9001 - 2008 Company



To,

Date: 04/10/2017

The Manager- Listing

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

The Manager -Listing

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

NSE Symbol: VISESHINFO

Scrip Code: 532411

Sub: Submission of Annual Report for the Financial Year 2016-17

Dear Sir,

Please find enclosed herewith the Annual report for the Financial year 2016-17 pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

This is for your information and records.

Thanking You

Yours Truly
For MPS Infotecnics Limited

Garima Singh
Company Secretary



Corporate Office : B-55, Sector - 65, Noida (U.P.)-201301

Ph: +91-120-4713900, Fax: +91-120-4324040

Regd. Office : 703, Arunachal Building,

19, Barakhamba Road, New Delhi-110001

Ph.: +91-11-43571044, Fax: +91-11-43571047

E-mail : info@viveshinfo.com

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Peeyush Kumar Aggarwal	Chairman
Mr. Manoj Jain	Independent Director
Mrs. Madhu Sharma	Independent Director
Mr. Rahul Meena	Chief Executive Officer resigned on 12/07/2017
Mr. Sanjay Sharma	Chief Financial Official
Miss. Garima Singh	Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. RMA & Associates
Chartered Accountants
48, First Floor, Hasanpur,
I.P. Extension, Delhi 110092
Ph. No.: 011-45621214
Email: pankajchandraca@gmail.com
FRN: 000978N

BANKERS

Allahabad Bank
ICICI Bank
Axis Bank

REGISTERED OFFICE

703, Arunachal Building,
19, Barakhamba Rad,
Connaught Place, New Delhi 110001
Ph: +91-11-43571044
Fax : +91-11-43571047
Email: info@viseshinfo.com
Website: www.viseshinfo.com
CIN: L30007DL1989PLC131190

SUBSIDIARIES

- Axis Convergence Inc, Mauritius**
Level 2, Max CityBuilding, 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 BOARD

<p>AUDIT COMMITTEE Mr. Brahm Dutt Sharma, Chairman till 17th October 2016 Mr. Manoj Kumar Jain, Member till 17th October 2017 & Chairman w.e.f 17th October 2016 Mr. Peeyush Aggarwal, Member Mrs. Madhu Sharma, Member w.e.f. 17th October 2017</p>	<p>STAKEHOLDERS' RELATIONSHIP COMMITTEE Mr. Peeyush Aggarwal, Chairman Mr. Manoj Kumar Jain, Member w.e.f 13/02/2017 Mr. Vishal Anand, Member till 13/02/2017</p>
<p>NOMINATION & REMUNERATION COMMITTEE Mr. Brahm Dutt Sharma, Chairman till 17th October 2016 Mr. Manoj Kumar Jain, Member till 17th October 2017 & Chairman w.e.f. 17th October 2017 Mr. Peeyush Aggarwal, Member Mrs. Madhu Sharma, Member, w.e.f. 17th October 2017</p>	<p>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE Mr. Peeyush Aggarwal, Chairman Mr. Brahm Dutt Sharma, Member till 17th October 2017 Mr. Manoj Kumar Jain, Member Mrs. Madhu Sharma w.e.f. 17th October 2017</p>
<p>RISK MANAGEMENT COMMITTEE Mr. Brahm Dutt Sharma, Chairman till 17th October 2017 Mr. Manoj Kumar Jain, Member till 17th October 2017 & Chairman w.e.f. 17th Octoberr 2017 Mr. Peeyush Aggarwal, Member Mrs. Madhu Sharma, Member w.e.f. 17th October 2017</p>	

NOTICE

NOTICE is hereby given that Twenty Eighth Annual General Meeting of the Company will be held on Friday, the 29th September, 2017 at 11:30 A.M at the registered office of the Company at 703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To consider and appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN: 00090423), who retires by rotation and being eligible, offers himself for re-appointment.
"RESOLVED THAT pursuant to the provisions of Sub-section (6) of Section 152 and other applicable provisions, of the Companies Act, 2013, Mr. Peeyush Kumar Aggarwal (DIN:00090423), the retiring Director be and is hereby re-appointed"
3. To ratify the appointment of auditor of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time and pursuant to the recommendation of the audit committee and pursuant to the resolution passed by the members at the AGM held on December 30, 2014, the appointment of M/s. RMA & Associates, Chartered Accountants, bearing Firm Registration no. 000978N, as the auditors of the Company to hold the office till the conclusion of the AGM to be held in the calendar year 2018, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS

4. **APPROVAL OF CONTRACT/ARRANGEMENT FOR MATERIAL RELATED PARTY TRANSACTIONS WITH VARIOUS RELATED PARTIES:**

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings, the consent of the shareholders of the Company be and is hereby accorded to the Material Related Party Transactions as may be entered by the Company for the Financial year 2017-18 upto an aggregate value of Rs. 50.00 crores (Rupees Fifty crores only) as per details set out at item no. 4 of the Explanatory Statement annexed to this AGM Notice and that the Board of Directors be and hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Date: 29th August, 2017

Place : New Delhi

By Order of the Board
for MPS Infotecncs Ltd.

SD/-

Peeyush Aggarwal
Chairman

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September 2017 to 29th September 2017 (both days inclusive).
5. All members are requested to bring their own copy of Annual Report along with them.
6. In Compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electric voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Instructions for e-voting are annexed to the Notice.
7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their Demat Account. Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, MAS Services limited, T-34, IInd Floor, Block T, Okhla Industrial Estate Phase 2 New Delhi-110020.
8. Members desiring any information with regard to accounts and operations of the Company are requested to write to the Company at least 10 days before the date of the meeting to enable the management to keep the information available at the meeting.
9. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any, in their address and e-mail-ID to the Company or Registrar and Share Transfer Agent for better communication in future and as part

of effective Corporate Governance.

10. The Annual Report 2016-17, the Notice of the 28th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
11. Members may also note that the Notice of the 28thAGM and the MPS Annual Report 2016-17 will be available on the Company's website, www.viseshinfo.com. The Physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: info@viseshinfo.com.
12. Additional Information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/re-appointment at the AGM is furnished in Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
13. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting venue. Attendance at the Annual General Meeting will not be allowed without the production of the "Attendance Slip" duly filed and signed.
14. 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.
15. Voting through electronic means:

The Instructions for Shareholders/Members voting electronically are as Under:

- i. In compliance with the provisions of section 108 of the Companies Act, 2013 and with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The members, whose name appear in the Register of Members, Holding shares in Physical or in dematerialized form, as on the Cut-off date (Record Date) i.e. Friday, 22nd September, 2017, are entitled to cast their votes electronically on the resolutions set forth in this Notice. The e-voting will commence at 9.00 a.m. on Tuesday, 26th September, 2017 and will end at 5.00 p.m. on Thursday, 28th September, 2017.
- ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The Shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" tab.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits Sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for MPS Infotecncs Limited on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- xviii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 22nd September, 2017 may follow the same instructions as mentioned above for e-Voting.

General Instructions:

- i. The e-voting period commences on 26th September, 2017 and ends on 28th September, 2017. During this period, shareholders of the Company holding shares either in Physical form or in dematerialized form, as on the cut-off date, i.e., 22nd September, 2017 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com.
- iv. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2017.
- v. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through Postal Ballot paper for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
- vi. The Company has appointed Ms. Sakshi Gandhi (CP No. 13750), Practicing Company Secretary, of M/s Bharat & Associates has been appointed as the scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process in a fair and transparent manner.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast

- at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- viii. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website www.viseshinfo.com and on the website of CDSL within two (2) days of the passing of the resolutions at the 28h AGM of the Company to be held on Friday 29th September, 2017.

Date: 29th August, 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecnics Ltd.**

SD/-

Peeyush Aggarwal

Chairman

DIN No. 00090423

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to section 188 provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts/arrangements/transactions are material in nature and require the approval of the unrelated shareholders of the Company by an Ordinary Resolution:-

Sl.No.	Name of the Related Party	Relationship	Maximum Value of Transactions	Nature and Material Term/ Particulars of the Contract or arrangement
1	Peeyush Kumar Aggarwal	Promoter Director	50 Cr.	Advances Payable on demand or as and when company has surplus funds.
2	Omkam Global Capital Pvt Ltd	Promoter Director	50 Cr.	Advance from customers

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments there to and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Peeyush Kr. Aggarwal
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangements	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above contracts/arrangements/transactions were approved by the Audit Committee at its meeting held on 30/05/2017 and recommended by the Board of Directors at its meeting held on August 29, 2017 to the unrelated shareholders of the Company for their approval.

As per Reg.23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through Ordinary Resolution and the related parties shall abstain from voting on such resolution whether the entity is a Related Party to the particular transaction or not. Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 14, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including, among others, Mr. Peeyush Kumar Aggarwal and Omkam Global Capital Pvt Ltd shall not participate or vote on this resolution.



The Board recommends this resolution set out in Item No. 4 of this notice for approval of the Members.

Mr. Peeyush Kumar Aggarwal is interested in the said resolution as a shareholder and as he is a common Director.

M/s Omkam Global Capitals Market Pvt. Ltd. is also intersted in the resolution as it is also a shareholder of your company holding (298562036 share) i.e. 7.91% of total paidup capital of the company.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

Date: 29th August, 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecncs Ltd.**

SD/-

Peeyush Aggarwal

Chairman

DIN No. 00090423

Details of Directors Seeking Reappointment At The Annual General Meeting	
Particulars	Mr. Peeyush Kumar Aggarwal
Date of Birth	October 6, 1963
Date of Appointment	September 3, 1997
Qualification	Fellow Member of the Institute of Chartered Accountants of India.
Expertise in specific functional areas	He has extensive experience of over 24 years in the field of Finance and Taxation; Corporate Laws; Project Management; strategic business planning etc. A 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).
Directorships held in other Public companies (excluding foreign companies and section 8 companies)	Onus Plantation and Agro Limited Blox Catalogue Cum technology Limited Interworld Digital Limited Omkam Developers Limited Advik Laboratories Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Audit Committee Interworld Digital limited-Member MPS Infotecncs India Limited-Member Stakeholder Relationship Committee MPS Infotecncs India Limited-Chairman
No. of shares held in the Company	786,750,193
Relationship between Directors inter-se	None

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Peeyush Kumar Aggarwal, please refer to the Corporate Governance Report.

DIRECTOR'S REPORT

Dear Members,

Your Directors presents the Twenty Eighth Annual Report of MPS Infotecnics Limited (formerly Visesh Infotecnics Limited) together with the Audited Accounts of the Company, for the year ended 31st March, 2017.

I. FINANCIAL RESULTS

The Financial Results of the Company for the period under review are as follows: -

(₹ in lacs)

PARTICULARS	2016-17 Standalone	2016-17 Consolidated	2015-16 Standalone	2015-16 Consolidated
Income from Operation	18643.49	20328.15	26188.83	30077.60
Other Income	140.04	145.48	651.70	683.16
Total Income	18783.53	20473.63	26840.53	30760.76
Total Expenditure	18779.39	20472.83	26715.34	30889.83
PBID & Tax	4.15	0.81	125.19	103.39
Interest	40.04	40.04	17.61	17.61
Depreciation	106.84	106.84	116.23	116.23
Profit before tax	(142.74)	(146.08)	(8.64)	(30.45)
Provision for Taxation	-	-	-	-
Deferred Tax	(30.96)	(30.96)	(33.11)	(32.94)
Profit After Tax (PAT)	(111.78)	(115.12)	24.46	2.49
Profit b/f from previous Yr.	24.46	2.49	(228.13)	(216.09)
Balance Carried to B/Sheet	(111.78)	(115.12)	24.46	2.49
Paid up equity share Capital	37744.37	37744.37	37744.37	37744.37
Reserve & Surplus	6094.02	6748.33	6211.02	6847.55

II. DIVIDEND

Due to inadequacy of profits during the year under review, the Board has decided not to recommend any dividend for the year ended 31st March 2017.

III. RESERVE

In view of the loss suffered by the company no amount is being carried to reserves.

IV. COMPANY'S PERFORMANCE, BUSINESS REVIEW / STATE OF COMPANY'S AFFAIRS

The Company is one of the growing Information Technology Company. Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while generating profitable growth for our investors.

The company with a consistent track record has ability and commitments to ensure customer satisfaction by rewarding quality work on right time and in a right manner.

The Company offers a bouquet of services which includes; System Integration and Networking Solutions (Including Hardware); Telecommunication; Enterprise Software; Domain Registration & Web hosting services; VAS & IT enabled services; E-governance (Unique Identification Project); UVA Point (VAS & Bill payment portal)

The Company, since its inception in the year 1989, has invested heavily in building Intellectual Property. The Company has under its fold highly skilled and experienced software engineers, system Designers, Integrators and system Analyst to provide emphasis on quality customer service.

During the financial year 2016-17 the company's standalone revenues from operations declined to Rs. 18643.49 lacs from 26188.83 Lacs in the previous year. The company has suffered a loss before tax of Rs. 142.74 lacs as compared to a loss (before tax) of Rs. 8.64 lacs during the previous financial year. The company's revenues, on consolidated basis, have declined to Rs. 20328.15 Lacs during the year under review as against Rs. 30077.60 lacs, which the company had generated during the previous financial year.

The decline in revenue is mainly due demonetization exercise carried by the Government in November 2016 coupled with tough Competition not only from the existing IT companies but also from small traders flooding the already saturated IT Segment who are providing products at very low margins. The company is also facing tough competition from the players in the unorganized sector. low margins and high credit. The industry as a whole is yet to come out of the effects of demonetization. The management is of the view that with better utilization of resources, operations of the company will improve.

Your Company has ventured in the field of VAS and bill payment. It has also launched B2B2C based multipurpose transaction platform <http://www.uvapoint.com>. The platform is used by retailers for providing a host of services to the visiting customers such as prepaid Mobile recharge, Postpaid Mobile Bill Payment, DTH recharge, landline bill payments, data card recharge/payments, etc. The retail network would be used for managing mobile wallets launched by several banks and for solving the cash on delivery issues of the ecommerce industry. The platform has also a mobile application retail store for customers who can buy applications for their mobile phone or desktop for our retail network.

The Company is aggressively working on capitalizing on the ever-growing telecom enabled services market in India. It has firmed up plans to push UVA Point – a retail platform – to offer a host of telecom enabled services to customers ranging from prepaid mobile top-up, post-paid mobile bill payment, DTH recharge, landline bill payments, data-card recharge / payments bulk SMS, mobile application and software application. Also in the pipeline is the plan to offer services such as ticket booking, hotel bookings and utility bill payments (Electricity, Insurance premium, Water bills etc.). The company has tied up with ANI Technologies Pvt. Ltd. for booking of OLA cabs through our weeb portal www.uvapoint.com. Your company has also tied up with Easy Policy Easy policy is an insurance web aggregators licensed as such by IRDA. The tie-up with Easy Policy will enable insurance market place at UVApoint. Now our retailers can show an interested customer different offers from several insurance providers and customer can choose the best one as per his choice which in turn would enable our retailers and the company to generate additional income from insurance services. Effective training of retailers and customer care services will back this activity.

We would be activating Car & Bike insurance in first phase and going forward would add health, travel and other insurance products.

UVA point offers us a huge potential and with ever growing telecom, retail VAS and Apps market, it is expanding its retailers and reach on regular basis so as to capture a larger share, which is estimated at more than Rs. 100k crores per year. UVA Point is targeting to capture 1-2 percent of this market over

the next couple of years as the business is highly scalable. We are presently trying to penetrate in the segment and create huge retail channel.

Although the margins are low in mobile and DTH recharge, yet we are constantly trying to increase margins by increasing the share of other products like software applications, VAS mobile applications, games, etc.

Though the IT Solutions & Products segment has been underperforming, which had been mainly due to tough competition, low margins and long credit period yet, during the year under review, the company revenues in this segment has increased by 11 times (approx.). Your company is optimistic and expects a steady growth in this sector in the near future.

The revenues under the head IT enabled Services has also been underperforming however, the performance is much better than, if compared with the revenues of the previous year. The revenues under this segment has nearly doubled. Your company is optimistic and expects to generate revenues in the times to come.

MPS is already registered with UIDAI as one of its enrolment agency for Aadhaar Card. Presently the Company has been engaged by CSC e-governance Services India Ltd to carry out 155 permanent Aadhaar Enrolment Centers across the State of Gujarat and for the said purpose the Company has developed a web portal –www.makemyadhaar.com.

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.

In summary, your company is well positioned in the markets it serves with a broad range of service offerings and a diversified customer base.

V. DETAILS OF SUBSIDIARY/ JOINT VENTUR/ASSOCIATE COMPANIES

Currently Your Company has three wholly owned foreign subsidiary Companies namely:-

M/s Axis Convergence Ltd. (Incorporated in Mauritius), M/s Greenwire Network Ltd. (Incorporated in Hong Kong) and Opentech Thai Network Specialists Co. Ltd. (OTNS) (Incorporated in Thailand).

During the year your Company had proposed to sell its stakes in Opentech Thai Network Specialists Company Limited, Thailand and the shareholders had given their consent to the company for the same, however, the company is yet to sell its stake in the said subsidiary.

There has not been any material change in the nature of the business of the subsidiaries. During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the Consolidated financial statements of the Company, which form part of this Annual Report. The Consolidated Financial Statements have been prepared in accordance with Accounting Standards AS 21 and AS 23 issued by 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.

Further a Statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended as Annexure-I to the Board's Report. The statement also provides the details of performance and financial position of each of the subsidiaries. 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 Audited Accounts of each of its subsidiaries, are available on our website www.viseshinfo.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.

VI. HUMAN RESOURCES

Your Company is of the view that while Technology can enable processes but it is the People who actually make things happen. In a journey of delivering tangible business value to stakeholders, Associates are envisioned as a strategic differentiator for the Company.

Your Company promotes an empowered and collaborative work environment where leaders stay engaged with the Associates and encourage them to challenge conventional thinking. Our employees are our biggest assets. To meet the evolving need of our clients, our priority is to attract and engage the best talent in the right locations with the right skills.

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 invest substantially in employee engagement to motivate employees and encourage social communication and collaboration. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

VII. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review Mr. Peeyush Kumar Aggarwal DIN No. 00090423 retires and being eligible offers himself for re-appointment.

The approval of the Members is sought for appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as Directors of the Company, liable to retire by rotation.

During the year Mr. Brahm Dutt Sharma and Mr. Vishal Anand ceased to be the Director of the Company w.e.f 17th October, 2016 and 13/02/2017 respectively. The Directors of your company sincerely appreciates the valuable services rendered by Mr. Brahm Dutt Sharma and Mr. Vishal Anand.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company except infusion of funds by Mr. Peeyush Kumar Aggarwal for the smooth functioning of the Company.

The Policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director and also remuneration for key managerial personnel and other employees, forms part of the Corporate Governance Report of this Annual Report. During the year, Performance Evaluation of Independent Directors and other Board Members as well as committees of the Board was done in terms of the Act and Regulations.

VIII. KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Mr. Rahul Meena, Chief Executive Officer, Mr. Sanjay Sharma, Chief Financial Officer and Miss. Garima Singh, Company Secretary. During the Year Mr. Vishal Anand had resigned from the Board and also resigned from his position as Chief Executive officer of the Company w.e.f. 13th February 2017.

Mr. Rahul Meena, on the recommendation of Nomination and Remuneration Committee, was appointed as the Chief Executive Officer of the Company w.e.f. 13th February 2017 to fill the vacancy created due to resignation of Mr. Vishal Anand, Mr. Meena is a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta, B.E. (Computer Science-Honours) from Jaipur Engineering College (JEC), Jaipur. Further he has a rich experience of 9 years in Strategic and Analytic Sales and Marketing. He worked as a Regional Manager, Product Manager in Ceat Tyres Limited, Prepaid Acquisition Head and Zonal Sales Manager in Bharti Airtel Limited. He was a winner of March to Macau, entire year competition for all India in which only top 1% qualified, in 2013-14 and also awarded MAIN HUN BOND – Q1 2014-15, performing exceptional in all parameters among 30 ZSM in Rajasthan. He is specialized in Channel Management, Distribution Management, Data Analysis, Team Management, New Business Development, Business Planning, Business Strategy, Customer Relations, Automotive, Strategy Development, Forecasting, Inventory Management, Planning, Promotions, Project Planning, Marketing Strategy, Product development, Business Development, Management, Sales, Marketing, Customer Relationship Management (CRM), Sales, Channel Partner.

IX. COMMITTEES OF THE BOARD

As on March 31, 2017, the Board had five committees namely: the audit committee, the nomination & remuneration committee, the stakeholders' relationship committee, Corporate Social Responsibility and Risk Management Committee. All Committees consists of Independent Directors. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report section of this Annual Report.

X. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has devised a policy on evaluation of performance of Board of Directors, Committees and Individual directors. This policy is also in compliance with Regulation 19 read with Schedule II, Part D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Chairman of the Nomination and Remuneration Committee obtained from all the board members duly filled in evaluation forms for evaluation of the Board as a whole, evaluation of the Committees and peer evaluation. The summary of the evaluation reports were presented to the respective Committees and the Board for their consideration.

XI. 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.

XII. 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.viseshinfo.com/policies.htm>.

XIII. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2017, the Board consisted of 3 members who includes 2 Independent Director out of which 1 is a Woman Director and 1 (one) is a Non-Executive Promoter Director.

The policy of the Company 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 Companies Act, 2013, is available on our website, at <http://www.viseshinfo.com/policies.htm>.

There has been no change in the policy since last fiscal.

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

The details of remuneration paid to the Directors including Executive Director designated as Chief Executive Officer of the Company are given in Form MGT-9 forming part of the Directors Report.

XIV. BOARD & COMMITTEE MEETINGS

The board met 8 times during the financial year, 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.

Meeting of Independent Directors

Independent Directors of the Company met on February 13, 2017 to review the performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, 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.viseshinfo.com.

XVIII. 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 except that Mr. Rahul Meena, who was appointed as Chief Executive Officer of the Company w.e.f. February 2017, due to personal reasons resigned from his post w.e.f 10th June 2017.

XIX. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors 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 had 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 had 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 had prepared the annual accounts on a 'going concern basis'.
- e) the directors, in the case of a listed company, 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the company, work performed by the Internal, statutory and secretarial auditors and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

XX. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has internal financial controls which are adequate and were operating effectively. The controls are adequate for ensuring the orderly & efficient conduct of the business, including adherence to the Company's policies, the safe guarding of assets, the prevention & detection of frauds & errors, the accuracy & completeness of accounting records and timely preparation of reliable financial information

XXI. AUDITORS

Statutory Auditor

Pursuant to the provisions of section 139 of the Companies Act and the rules framed there under, M/s. RMA & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company from the conclusion of the twenty-fifth Annual General Meeting of the Company held on 30th December 2014 till the conclusion of the Twenty-ninth Annual general Meeting (AGM) to be held in year 2018, subject to ratification of their appointment at every AGM.

Secretarial Auditor

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed M/s. Kundan Agrawal & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the FY 2017-18.

XVII. AUDITOR'S REPORT

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

1. The Company has shown in the balance sheet, bank balances in Banco Efisa (Lisbon Portugal) amounting to Rs. 350,977,439/- (USD8,883,210.75) which the bank has adjusted and the matter is in the court of law. Consequently the bank balances shown in balance sheet is overstated by Rs. 350,977,439/.
2. 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, ROC fees of Rs. 3.42 crores towards the same stands payable, under the head "Other Current Liabilities" in the financial statements.
3. Income Tax for the Assessment year 2013-14 amounting to Rs. 2.73 crores and interest thereon is payable.

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

1. 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, Banco Efisa, the Bank in Portugal, 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 our Portuguese advocates confirm that the chances of recovery are very high. The suit filed by your company before Portuguese courts is presently pending adjudication.
2. The Company had increased its authorised capital during the Financial Year 2010-11 to 2012-13, however, due to technical issues necessary forms along with the fees w.r.t. increase in authorised Capital could not be filed and paid. Meanwhile the schedule of fees was increased as per the Companies Act, 2013. However, the authorised 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 Registration of Offices and Fees Rules 2014 which is pending adjudication.
3. As regards Auditors' remarks w.r.t. Income Tax for the Assessment year 2013-14 amounting to Rs. 2.73 crores and interest thereon is payable. It is stated that your company has already provided for the amount payable towards Income Tax for AY 2013-14 along with interest hence this liability has no further impact on the profits / retained earnings of the reported period of the Company.

Further as regards observations made by the Auditors at para 9 to the Annexure to the Audit Auditors' report, your Directors state that Your Company has settled with the bank and repayments are being made regularly.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Kundan Aggarwal & Associates, Practicing Company Secretary, Delhi to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is provided as Annexure-III. There are no qualifications, reservation or adverse remark or disclaimer made in the Secretarial Audit Report

XVIII. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in the prescribed Form MGT-9 is annexed as Annexure-IV, which forms part of this report.

XIX. PARTICULARS OF EMPLOYEES

The ratio of the remuneration of each whole-time director and key managerial personnel (KMP) to the median of employees remuneration as per section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board's 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.

XX. 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.viseshinfo.com/policies.htm>. 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 for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are entered in the ordinary course of business and are at Arm's Length.

All Related Party Transactions that were entered into during the financial year were on an arm's length basis. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

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 thereunder, 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-II.

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

The Company is an equal opportunity provider and consciously strives to build a work culture that promotes the dignity of all employees. As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at the workplace.

The Company has zero tolerance on Sexual Harassment at workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

XXII. CORPORATE GOVERNANCE

A separate report on Corporate Governance is provided together with a Certificate from the Statutory

Auditors of the Company regarding Compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee also forms part of Report on Corporate Governance.

XXIII. 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 forms part of this Report.

XXIV. RISK MANAGEMENT POLICY

In terms of the requirement of the Companies Act, 2013 the Company has developed and implemented the Risk Management Policy. The Audit Committee and the Board reviews the same periodically.

The Risk Management Committee of the Board of Directors periodically reviews the Risk Management framework, identified risks with criticality and mitigation plan.

The company has also laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

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

The particulars of the loans, guarantees and investments have been disclosed in the financial statements.

XXVI. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to section 135 of Companies Act, 2013, 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.viseshinfo.com/investors). 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: [http://www.viseshinfo.com/pdf/Coporate-Social-Responsibility \(CSR\)%20Policy-Final.pdf](http://www.viseshinfo.com/pdf/Coporate-Social-Responsibility%20Policy-Final.pdf)

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 2016-17 was:

Mr. Peeyush Aggarwal Promoter /Non-Executive Director and Chairman of the Committee.

Mr. Brahm Dutt Sharma Independent Director and Member of the Committee (Mr. Brahm Dutt Sharma resigned from the Board w.e.f. 17th October 2016).

Mr. Manoj Kumar Jain Independent Director and Member of the Committee.

Mrs. Madhu Sharma Independent Director and Member of the Committee w.e.f. 17th October 2017.

Average net profit (Loss) of the company for last three financial years: Rs. (14,11,85,287.67)

Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Since 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 during the financial year:

(a) Total amount to be spent for the financial year; Nil

(b) Amount unspent, if any; Nil

(c) Manner in which the amount sent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent direct or through implementing agency

Not Applicable since the company had suffered losses during the last three years

XXVII. 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: www.viseshinfo.com/investors).

Policy on dealing with related party transactions is available on the website of the Company (URL: www.viseshinfo.com/investors).

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: www.viseshinfo.com/investors).

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: www.viseshinfo.com/investors).

XXVIII. DEPOSITS

Though Your Company has not accepted any fixed deposits and, as such, no amount of Principal or interest on deposits from public was outstanding as of the date of balance sheet yet pursuant to the provisions of Chapter V of the Act, below is the details relating to deposits:

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
(c)	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

XXIX. 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 equipments. 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.

XXX. RESEARCH & DEVELOPMENT

Your Company strives to deliver high quality services to its customers and in such endeavor, constantly invests in and undertakes research & development aimed at improving its solutions. MPS has a dedicated business unit for Research & Development which delivers innovative solutions to clients and also fosters R&D within all business units to create intellectual property in the form of re-usable components, frameworks, etc., which help drive greater productivity. The company is carrying on R and D in multiple forms, but all of these are focused on better efficiency through continuous improvement in processes, systems methodologies and capabilities. Your company is committed to provide I.T. solutions that are innovative and continuously upgraded in keeping with emerging technology trends by a motivated workforce that includes R and D group, on time; all the time; resulting in maximizing stake holder's value. We have continued to invest in some fundamental research involving small budget with long term perspective. In order to excel at new operations and activities VIL stress is on continuous innovation and research, based on market requirements and customer expectations.

XXXI. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of foreign exchange earnings and outgo are as follows:

(In Lacs)

	Year ended 31.03.2017	Year ended 31.03.2016
Foreign exchange earnings	20.64	6.69
Foreign exchange Outgo	29.24	28.51

XXXII. 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.

Date: 30th May 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecncs Ltd.**

SD/-

Peeyush Aggarwal

Chairman

DIN No. 00090423

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

Economy & Indian IT Industry

India is the world's largest sourcing destination, accounting for approximately 55 per cent of the US\$ 146 billion market. The country's cost competitiveness in providing Information Technology (IT) services, which is approximately 3-4 times cheaper than the US, continues to be its Unique Selling Proposition (USP) in the global sourcing market.

India's highly qualified talent pool of technical graduates is one of the largest in the world and is available at a cost saving of 60-70 per cent to source countries. This large pool of qualified skilled workforce has enabled Indian IT companies to help clients to save US\$ 200 billion in the last five years.

India's IT industry amounts to 12.3 per cent of the global market, largely due to exports. Export of IT services accounted for 56.12 per cent of total IT exports (including hardware) from India. The Business Process Management (BPM) segment accounted for 23.46 per cent of total IT exports during FY15. The IT-BPM sector is estimated to expand at a CAGR of 9.5 per cent to US\$ 300 billion by 2020.

The Government of India has extended tax holidays to the IT sector for software technology parks of India (STPI) and Special Economic Zones (SEZs). Further, the country is providing procedural ease and single window clearance for setting up facilities.

India's IT market size growing

- India's technology and BPM sector (including hardware) is likely to generate revenues of US\$ 160 billion during FY16 compared to US\$ 146.5 billion in FY15, implying a growth rate of 9.2 per cent
- The contribution of the IT sector to India's GDP rose to approximately 9.5 per cent in FY15 from 1.2 per cent in FY98

Outlook & Future Prospects

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 67 per cent of the US\$ 124-130 billion market. The industry employs about 10 million workforces. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

The IT industry has also created significant demand in the Indian education sector, especially for engineering and computer science. The Indian IT and ITeS industry is divided into four major segments – IT services, Business Process Management (BPM), software products and engineering services, and hardware.

The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY2016-17 in constant currency terms. The sector is also expected triple its current annual revenue to reach US\$ 350 billion by FY 2025#.

Employees from 12 Indian start-ups, such as Flipkart, Snapdeal, Makemytrip, Naukri, Ola, and others,

have gone on to form 700 start-ups on their own, thus expanding the Indian start-up ecosystem.! India ranks third among global start-up ecosystems with more than 4,200 start-ups.

Total spending on IT by banking and security firms in India is expected to grow 8.6 per cent year-on-year to US\$ 7.8 billion by 2017.!!

India's internet economy is expected to touch Rs 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP.

The public cloud services market in India is slated to grow 35.9 per cent to reach US\$ 1.3 billion according to IT consultancy, Gartner. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020.

Cross-border online shopping by Indians is expected to increase 85 per cent in 2017, and total online spending is projected to rise 31 per cent to Rs 8.75 lakh crore (US\$ 128 billion) by 2018.

Post the government's announcement of demonetisation of specific currency denominations, digital payment platforms such as Paytm, MobiKwik, Oxigen witnessed a sharp spike in user transactions, app downloads and merchant enquiries, thereby indicating a greater demand towards digital payments by consumers.

India ranks among the top five countries in terms of digitalisation maturity as per Accenture's Platform Readiness Index, and is expected to be among the top countries with the opportunity to grow and scale up digital platforms by 2020.

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US\$ 22.83 billion between April 2000 and December 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Leading Indian IT firms are diversifying their offerings and showcasing leading ideas in blockchain, artificial intelligence to clients using innovation hubs, research and development centres, in order to create differentiated offerings.

In the Union Budget 2017-18, the Government of India announced the following key proposals:

The Government of India has allocated Rs 10,000 crore (US\$ 1.5 billion) for BharatNet project under which it aims to provide high speed broadband to more than 150,000 gram panchayats by 2017-18.

Prime Minister of India, Mr Narendra Modi, has launched the Bharat Interface for Money (BHIM) app, an Aadhaar-based mobile payment application that will allow users to make digital payments without having to use a credit or debit card. The app has already reached the mark of 10 million downloads.

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020.

The social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020. The Indian e-commerce segment is US\$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment.

Reference: Media Reports, Press Information Bureau (PIB), Department of Industrial Policy and Promotion (DIPP) statistics, Department of Information and Technology, Union Budget 2017-18.

Challenges, Risk & Concerns

The just released Goldman Sachs Equity Research Report paints an optimistic picture and predicts a very high growth trajectory path; but it has also cautioned that in order to fully realize and cash in on this huge potential, as also build out cross-border IT services, Indian companies have to overcome major domestic and global risks, besides key valuation challenges.

One of the major area of concern is the slowdown in the global IT spending, particularly in the US - as global markets constitute bulk of revenues for Indian Companies - the US being the largest contributor!

Report stressed the need for IT services providers to increase their global diversification - as Indian companies have not always had an easy time penetrating non-English speaking markets. (India has the largest pool of English speaking technical people outside the US!)

Another area highlighted was the problem of brain drain. Unless the Government provides Indians entrepreneurs with a favourable environment to implement their business plans - which includes not only better infrastructural facilities but also facilitation of IT business, they would leave for the shores of other countries like the US. Today over one-third of the Silicon Valley start-ups have Indians at the helm! This is one of the reasons why India has not evolved into a regional hub. What can be perceived from the above is that the difference between the hub and the skills-surplus nations are infrastructure and perceived risk.

The Report suggests Indian Companies should seriously take note of for safety and insulation is

- High attrition rates
- Effectively managing high expectations following hype
- Potential distractions from ramping up into new business lines that require different core competencies, expertise and even capital structures
- Moving into venture capital business models
- International diversification
- Global expansion
- Acquisition risks
- Integration issues

Future growth in the sector will be fueled by growing demand of global corporations for new services such as digital technology, mobile applications and cloud computing, said officials at Nasscom.

But the export-driven outsourcing industry needs to focus on building a large pool of skilled workforce to tap opportunities in the emerging high-end services segment, said R. Chandrasekaran, chairman of Nasscom.

MPS Strategy Pillars:

- Growth through Focused Planning; Pursue Big deals; Deepen Domain expertise; and achieving the

objective of Social responsibility through Customer Satisfaction.

- Operational excellence through Quality Enrichment; Talent Management; Supportive Infrastructure, focusing on product model.

According to International Organization for standardization, “Risk” refers to ‘effect of uncertainty on objectives’ and uncertainties include events (which may or may not happen) and uncertainties caused by ambiguity or a lack of information. It also includes both negative and positive impacts on objectives and Risk Management refers to the identification, assessment, and prioritization of risks (defined in ISO 31000 as the effect of uncertainty on objectives) followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Risk management’s objective is to assure uncertainty does not deflect the endeavor from the business goals.

The risk management process of your Company goes through a review annually in order to keep it aligned with the changing global risks. The risk management process of your Company is accessible to all units of operation across the country and the same is reviewed by the Risk Management Committee on regular basis.

BUSINESS OVERVIEW

MPS OPERATIONS & FUTURE OUTLOOK

MPS (formerly Visesh) is a company incorporated and domiciled in India and has its registered office in New Delhi. It has primary listing on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Company has ability and commitments to ensure customer satisfaction by rewarding quality work on right time and in a right manner.

The company is presently engaged in System Integration and Networking Solutions (Including Hardware); Telecommunication; Enterprise Software; Domain Registration & Web hosting services; VAS & IT enabled services. Your Company provides end-to-end technology and technology related services on a broad range of Hardware & Software platforms. Your company’s top priority is to capture growth opportunities by broadening its range of offerings in the realm of Information Technology.

Your Company has already made a mark in the field of VAS and bill payment. Its multipurpose transaction platform, <http://www.uvapoint.com>, is being used by retailers for providing a host of services to the visiting customers. The platform also has a mobile application retail store for customers who can buy applications for their mobile phone or desktop. The Company has already established a strong network of retailers in NCR – Gurgaon, Gujarat, Haryana, Himachal Pradesh, parts of UP, Madhya Pradesh, Goa, and Maharashtra and have plans to establish network of retailers in other parts of the country in the near future.

The Company is offering a host of telecom enabled services to customers ranging from prepaid mobile top-up, post-paid mobile bill payment, landline bill payments, data-card recharge, mobile application and software application and in our endeavour to provide value added services through our UVA point platform, Your Company during the year had entered into an agreement with ANI Technologies Pvt. Ltd. for booking of OLA Cabs through our UVA point distribution channel. Your Company has also tied up with Easy Policy. Easy Policy is an insurance web aggregators licensed as such by IRDA and the tie-up with Easy Policy will enable insurance market place at UVA point. Our retailers can show an interested customer different offers from several insurance providers and customer can choose the best one as per his choice which in turn would enable our retailers and the company to generate additional income from insurance services. Effective training of retailers and customer care services will back this activity.

UVA Point is targeting to capture 1-2 percent of this market over the next couple of years, market of which is over Rs. 100K Crores and the business is highly achievable.

Your company's Infrastructure Services Division, designs, builds and manages IT infrastructure for its clients, through the effective deployment of hardware, software and networking products from world renowned manufacturers. The Company also provides wide range of Servers, Desktop and Notebook computers; data communication equipments and Wireless Connectivity products manufactured by renowned manufacturers.

Enterprise software or enterprise application software (EAS) is an application software used by organizations to conduct their line-of-business operations, such as planning, human resources, inventory/materials management, business intelligence, purchasing, manufacturing, finance & accounting, customer relationship management, marketing, sales & services etc. Enterprise applications are usually designed to integrate or interface with other enterprise applications used within the organization and are deployed in on-premise data centres or across a variety of networks by a specialized IT development team, meeting strict requirements for security and administrative management. These enterprise applications are industry-specific solutions developed commonly as custom in-house applications which the information technology department integrates with other enterprise suites. The main objective of using an enterprise application software is to improve productivity and efficiency through business logic support functionality and gain a sustainable competitive advantage.

Some of the drawbacks are high licensing and support cost, flexibility and customization issues and difficulty in migration of existing data. Overlooking these issues, the benefits of using enterprise application software would actually aid an enterprise in information sharing, process automation, complete visibility of all important processes across various departments, reducing information technology complexity and increasing agility.

There is a growing need to capture, organize and exploit the use of big data which can give internal and external business processes a competitive edge. Enterprise mobility such as the Bring-Your-Own-Device (BYOD) trend to enhance employee flexibility in the organization across MEA has resulted in an increased uptake of enterprise platforms. Further, analytics and business intelligence have also become important factors driving enterprise planning, mainly when it comes to collecting and assessing unstructured data on enterprise networks, or business related information posted on social networking sites etc. Another driving factor in the enterprise software market is the shift towards cloud computing, where an enterprise moves some or its entire infrastructure to the cloud, reducing total cost ownership (TCO) infrastructure and provisioning time. These dominating factors are expected to drive the enterprise application software market in the MEA region, in the near future.

The enterprise application software market can be segmented based on: types, organizational size and verticals. Types of application software include digital content creation (DCC), web conferencing, enterprise resource planning (ERP), business intelligence (BI), enterprise content management (ECM), customer relationship management (CRM), supply chain management (SCM) and project & portfolio management (PPM) software. Categories by organizational size include small business, medium business, enterprises and large enterprises. Verticals include BFSI (banking, financial services and insurance), manufacturing, telecom, media & entertainment, transportation, healthcare, energy & utilities, retail, distribution and public sector.

According to a survey of Chief Information Officers conducted by Morgan Stanley, These executives who are responsible for IT Budgets at major corporations, are expecting spending for external software to grow by more than 4.2% in 2017, which would outpace expectations of broader IT budget growth of 3.5%.

Your Company has developed various enterprise applications and off the shelf software products, which

were focused around the customer's business processes. The Company has domain knowledge of ERP, ERP Consulting and Client Server technologies. The in-house designed, developed and market accepted ERP solution of the Company, on client server technology with oracle/SQL Server at the back end, has wide application in large and medium scale organizations. The Company has plans to provide its ERP products on Cloud Servers and is working to provide the Software on Cloud, which will benefit small enterprises because of its cost efficiencies.

Your company is India's First ICANN Accredited domain registrar and operated through its brand name SignDomainsTM and offers on-line domain registration of top level domains (TLD) including .com .net .org .info to name a few. Your Company 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 the clients through its network of Re-sellers as well as directly by the Company.

Your Company also offers web-hosting solutions on the Company's dedicated servers located in US. Value added services like SMS, payment gateways, messaging, e-identity management, e-commerce are available for corporate clients and other businesses.

MPS is already registered with UIDAI as one of its enrolment agency for Aadhaar Card. Your Company has been awarded a contract by CSC e-governance Services India Ltd to carry out 155 permanent Aadhaar Enrolment Centers across the State of Gujarat and for the said purpose the Company has developed a web portal –www.makemyadhaar.com. Further the Company has also accepted the proposal of SC e-governance Services India Ltd for providing support for implementation of election project in the state of Gujarat.

SEGMENT WISE PERFORMANCE

The company is mainly operating in three segments:

- ❖ Telecommunication.
- ❖ IT Solutions & Products.
- ❖ IT enabled Services.

Segment wise revenues are provided in Notes on Accounts forming part of Annual Report.

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 sustained strategic focused to enhance employee capability, improve efficiency and groom future leaders has helped MPS (earlier Visesh) maintain its position in the IT industry.

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.

REPORT ON CORPORATE GOVERNANCE

THE COMPANY'S GOVERNANCE PHILOSOPHY

Our Corporate Governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our Corporate Governance practices to ensure we gain and retain the trust of our stakeholders at all times.

MPS Infotecnics Limited (formerly Visesh Infotecnics Limited) believes in continuous good corporate governance and always strives to improve performance at all levels by adhering to corporate governance practices, such as managing its affairs with diligence, transparency, responsibility and accountability. Your Company has, therefore, designed its systems and action plans to enhance performance and stakeholders' value in the long run. To create a culture of good governance, your Company has adopted practices, that comprise of performance accountability, effective management control, constitution of Board Committees, as a part of the internal control system, fair representation of professionally qualified, 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'). 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 of our stakeholders. As on 31st March, 2017, the Board comprised of 4 members, of which two members are independent directors. The responsibility of the Board is to determine the overall corporate objectives and give direction and freedom to the management to achieve those objectives within a given framework. The organizational and governance structure enables an environment for value creation through sustainable and profitable growth. The Board conducts the overall strategic supervision and control by setting policies, reporting mechanism and accountability and decision making process to be followed

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.

Under the overall supervision and control of the Board, the Chief Executive Officer is accountable for the overall working of the Company. The Board gives strategic directions, lays down the policy guidelines and the Chief Executive Officer ensures the implementation of the decisions of the Board and its Committees.

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. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Regulation 27 of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Chairman and Chief Executive Officer, looks after the day-to-day affairs of the Company. The Board of Directors reviews the overall business operations at least once in a quarter based on updates on the Company's performance provided by the Chief Executive Officer of the Company.

a. Composition of the Board:

The Board of your Company has a good mix of Executive and Non-Executive Directors with half of the Company comprising of Independent Directors. As on date of this report, the Board consists of three directors comprising one Non-Executive Chairman, two independent directors (out of which one is a Woman Director). The Composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is a Non-Executive Director. None of the Directors of your Company are inter-se related to each other.

During the year Mr. Brahm Dutt Sharma had resigned from the Board effect 17th October, 2016 due to his pre-occupations. Further Mr. Vishal Anand has also resigned from the post of the Chief Executive Officer and Director of the Company with effect from 13th February, 2017. The vacancy created due to resignation of Mr. Vishal Anand, Mr. Rahul Meena was appointed as Chief Executive Officer of the Company with effect from 13th February, 2017. Mr. Rahul Meena is a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta, B.E. (Computer Science-Honours) from Jaipur Engineering College (JEC), Jaipur. Further he has a rich experience of 9 years in Strategic and Analytic Sales and Marketing. He worked as a Regional Manager, Product Manager in Ceat Tyres Limited, Prepaid Acquisition Head and Zonal Sales Manager in Bharti Airtel Limited. He was a winner of March to Macau, entire year competition for all India in which only top 1% qualified, in 2013-14 and also awarded MAIN HUN BOND – Q1 2014-15, performing exceptional in all parameters among 30 ZSM in Rajasthan. He is specialized in Channel Management, Distribution Management, Data Analysis, Team Management, New Business Development, Business Planning, Business Strategy, Customer Relations, Automotive, Strategy Development, Forecasting, Inventory Management, Planning, Promotions, Project Planning, Marketing Strategy, Product development, Business Development, Management, Sales, Marketing, Customer Relationship Management (CRM), Sales and Channel Partner.

b. Board Meetings / Directors' Particulars:

In compliance with Regulation 17 of the Listing Regulations and as required under the Companies Act, 2013, the Board meets at least once in each quarter and the gap between any two Board meetings was not more than 120 days. The Board meets at least once a quarter to review the quarterly results and other items on the Agenda, and also on the occasion of the AGM. Additional meetings are held when necessary. Committees of the Board usually meet the day on the date of Board Meeting, or whenever the need arises for transacting business. The Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with their responsibilities with us. During the year under review, eight board meetings were held on 30th May 2016, 13th August 2016, 2nd September 2016, 17th October 2016, 14th November 2016, 21st November 2016, 21st January 2017 and 13th February 2017.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly / half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure, compliance with applicable laws and regulations. It monitors overall performance of the Company. The Agenda for the board meeting covers items set out as per the guidelines in Regulation 17 of Listing Regulations to the extent the same are applicable and relevant.

The meetings of the Board of Directors are scheduled well in advance and usually held in Delhi, where the Registered Office of the Company is situated. The Company Secretary draft the agenda for each meeting, along with explanatory notes, in consultation with CEO/Chairman, and distribute these in advance to the directors. Every Board member can suggest the inclusion of additional items in the agenda. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

The draft minutes of the meeting approved by the Chairman is circulated to all the Directors within fifteen days after the conclusion of the meetings as set out in Secretarial Standards-I.

The Board of Directors has unrestricted access to all Company-related information, which inter alia includes –

1. Annual revenue and capital expenditure plans / budgets,
2. Quarterly financial results and results of operations of the Company,
3. Minutes of the meetings of the Board of Directors and Committees of the Board,
4. Any issue, which involves possible public or product liability claims of substantial nature, including any Judgment or Order, if any, which may have strictures on the conduct of the Company and
5. Compliance or non-compliance of any regulatory, statutory nature or listing requirements and investors' service such as non-payment of dividend, delay in transfer of shares, etc.

Further as a process, information to directors is submitted along with the agenda well in advance of Board Meeting. Input and feedback of Board Members are taken and considered while preparing the agenda and documents for the Board Meeting. At these meetings, directors can provide their inputs and suggestions on various strategic and operational matters.

While constituting the Committee of Directors, your company has ensured compliance of Regulation 26 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, i.e. the requirement that a Director shall not be a member of more than 10 committees and Chairman of more than 5 committees; none of the Independent Director serves as an Independent Director in more than seven listed companies.

The following table provide details of the attendance of the Directors at the Board meetings of the Company and also the number of other Directorships held in Indian Public Limited Companies [other than the Company] and Chairmanship / membership in Board Committees of Public Limited Companies as at March 31, 2016.

Name of the Director	Category and Position	No. of Board Meetings		Whether attended last AGM - Yes / No	Member [Chairman] ¹ of other Board Committees ²	Number of other directorships held in public Ltd. companies
		Held	Attended			
Mr. Peeyush Kumar Aggarwal (DIN: 0009423)	Non-Executive Chairman	8	8	Yes	[1] 1	3
Mr. Brahm Dutt Sharma (DIN: 02157681)	Non-Executive Independent	8	4	Yes	4	2
Mr. Manoj Kumar Jain (DIN: 02573858)	Non-Executive Independent	8	8	Yes	[4] 1	3
Mrs. Madhu Sharma (DIN: 06947852)*	Non-Executive Independent	8	8	Yes	[2]3	6
Mr. Vishal Anand (DIN: 02059506)**	Executive Director designated as Chief Executive Officer	8	7	Yes	0	1
Mr. Rahul Meena	Chief Executive Officer	8	1	No	0	0

* Mr. Brahm Dutt Sharma, Director of the company ceased to be the Director of the company w.e.f 17/10/16.

**Sh. Vishal Anand, Director and Chief Executive Officer of the company ceased to be the Director and CEO of the company w.e.f. 13/02/2017.

*** Mr. Rahul Meena, was appointed as a Chief Executive Officer of the company w.e.f. 13/02/2017.

1. Figures in [] indicate the number of Board Committees of which a Director is a Chairman
2. Other Board Committees mean Audit Committee and Stakeholders' Relationship Committee

c. Independent Directors' Meeting

Schedule IV of the Companies Act, 2013 & the Rules thereunder and pursuant to Regulation 25(3) of SEBI (listing Obligation & Disclosure requirements) Regulations, 2015 mandate that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and members of the management. During the year a separate meeting of the Independent Directors was held on 13th February, 2017. The Independent Directors at the meeting, inter alia, reviewed the following:

- Performance of Non-independent Directors and the Board of Directors as a whole.
- Performance of the chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Assesses the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors play an important role in the deliberations in Board Meetings and bring with them rich expertise in the field of Information Technology, e-commerce, marketing, accountancy, finance, HR and other laws.

D. Familiarization Programme

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, Regulation 25 of the Listing Regulations. 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.

E. Board Evaluation

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board was undertaken. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board Committees, and executive/non-executive/independent directors through a peer evaluation, excluding the director being evaluated. Independent directors have three key roles-governance, control and guidance. The Board has evaluated the composition of Board, its committees, experience and expertise, performance of specific duties and obligations, governance matters. The Company has devised policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors. The overall assessment of the Board was that it was functioning well with periodic reporting by the Committees to the Board on the work done and progress made during the period. The Board also noted that the actions identified in the past questionnaire based evaluations had been acted upon.

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 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 currently has the following Committees:

- A) Audit Committee,
- B) Nomination and Remuneration Committee,
- C) Stakeholders' Relationship Committee,

- D) Corporate Social Responsibility [CSR] Committee and
- E) Risk Management Committee

AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with a view to ensuring accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditor, and notes the process. The 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. The Company Secretary acts as the secretary to the audit committee. The Annual General Meeting (AGM) of the Company held on 30th September, 2016 was attended by Mr. Brahm Dutt Sharma, Chairman of the audit committee was present.

(a) Composition & Terms of Reference of Committee

The Audit Committee comprises of. Mr. Manoj Kumar Jain as Chairman and Mr. Peeyush Kumar Aggarwal & Mrs. Madhu Sharma as members of the committee. During the year Mr. Brahm Dutt Sharma had resigned from the post of Directorship with effect from 17th October, 2016 due to which composition of Audit Committee has been re-constituted. Mrs. Madhu Sharma was appointed as committee member of the Committee with effect from 17th October, 2016. All the members of the Audit Committee are financially literate and have accounting or related financial management expertise.

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 Auditors of the Company;
- Reviewing, with the management, the Annual financial statements and Auditor's Report thereon before submission to the board for approval;
- Reviewing, with the management, the quarterly financial statements before submissions to the board for approval;
- 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 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;
- 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.
- 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 Committee granted omnibus approval for the related party transactions proposed to be entered into by the Company during fiscal 2017. On a periodical basis, the committee reviewed and approved related party transactions.

(b) Meeting of Audit Committee and attendance of members during the year

As on March 31, 2017, Audit Committee of the Company comprises of the following:

S.No	Name of Member	Category	Number of meetings during the Financial Year 2016-17	
			Held	Attended
1	Mr. Brahm Dutt Sharma*	Chairman	2	2
2	Mr. Manoj Kumar Jain*	Chairman	4	4
3	Mr. Peeyush Aggarwal	Member	4	4
4	Mrs. Madhu Sharma**	Member	2	2

*Mr. Brahm Dutt Sharma resigned on 17th October, 2017 and Mr. Manoj Kumar Jain who was member of the Committee was thereafter appointed as Chairman of the committee.

**Mr. Madhu Sharma, Director of the Company was appointed as a member w.e.f 17th October, 2017.

Audit Committee held four meetings during the year 2016-17 on 30th May 2016, 13th August 2016, 14th November 2016 and 13th February 2017. The time gap between two meetings did not exceed 120 days.

Adequate Quorum was present at all the meetings.

The Company Secretary acts as the Secretary of the Committee.

(c) Invitees at the Audit Committee Meetings:

The representatives of the Statutory Auditors are regularly invited and have attended all the Audit Committee Meetings during the year. The Chief Executive Officer, the Chief Financial Officer are invited to attend and participate in these meetings as special invitees. The Company Secretary acts as the Secretary of the Committee.

The Company continues to drive benefit from the deliberations of the Audit Committee meetings as the members are experienced in the areas of Finance, Corporate Laws, Tax and industry. It ensures accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

(d) Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary Company however, your company has three (3) Foreign Subsidiaries namely Axis Convergence INC, Mauritius; Greenwire Network Limited, Hong Kong; and Opentech Thai Network Specialists Co. Limited, Thailand. Though during the year under review the shareholders of the company had passed a resolution through postal ballot according their consent to disinvest its holding in its subsidiary, Opentech Thai Network Specialist Co. Ltd. yet your company has not made any disinvestment from the said subsidiary.

The Audit Committee of the Company reviews the financial statements of its Foreign Subsidiaries periodically. Significant issues pertaining to these foreign subsidiary companies are also discussed at Audit Committee Meetings. The Performance of all its subsidiaries is also reviewed by the Board periodically.

NOMINATION AND REMUNERATION COMMITTEE:

(a) Constitution and Composition of the Committee

The Nomination and Remuneration Committee comprises Mr. Manoj Kumar Jain as Chairman and Mr. Peeyush Kumar Aggarwal & Mrs. Madhu Sharma as Members of the Committee. During the year Mr. Brahm Dutt Sharma has resigned from the post of Directorship with effect from 17th October, 2016 due to which composition of Nomination & Remuneration Committee has been re-constituted. Mrs. Madhu Sharma was appointed as committee member of the Committee with effect from 17th October, 2016. The role of Nomination & Remuneration Committee 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.
- The Nomination Committee shall lay down the evaluation criteria for performance evaluation of Independent Directors.
- 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.

- 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.

The Nomination and Remuneration Committee met once during the Financial Year ended 31st March, 2017 on 13th February, 2017.

Details of attendance of the Committee members at the meeting are given in the following table:

Name of the Member	Category	No. of meetings held during the Financial Year 2016-17	No. of meetings attended during the Financial Year 2016-17
Mr. Brahm Dutt Sharma*	Chairman	0	0
Mr. Manoj Kumar Jain*	Chairman	1	1
Mr. Madhu Sharma**	Member	1	1
Mr. Peeyush Kumar Aggarwal	Member	1	1

*Mr. Brahm Dutt Sharma resigned on 17th October, 2017 and Mr. Manoj Kumar Jain who was member of the Committee was thereafter appointed as Chairman of the committee.

**Mr. Madhu Sharma, Director of the Company was appointed as a member w.e.f 17th October, 2017.

The Company Secretary acts as the Secretary of the Committee.

(c) 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.

NRC decides on the remuneration payable to the Chief Executive Officer out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company.

The remuneration paid to Mr. Rahul Meena, Chief Executive Officer of the Company during the financial year under review was Rs. 1,00,000/- p.m. and the remuneration paid to Mr. Vishal Anand during the year under review was Rs.1,00,217/-p.m.

STAKEHOLDER' RELATIONSHIP COMMITTEE:

The Stakeholder's Relationship Committee comprises Mr. Peeyush Kumar Aggarwal Non-Executive Director as the Chairman and Mr. Manoj Kumar Jain Independent Director as member of the Committee. During the year Mr. Vishal Anand had resigned from the post of Directorship of the Company with effect from 13th February, 2017 due to which composition of Stakeholder's Relationship Committee had been re-constituted. Mr. Manoj Kumar Jain was appointed as a committee member of the Committee with effect from 13th February, 2017. The Company Secretary acts as Secretary to the Committee.

The role of Stakeholder's Relationship Committee is 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;
- 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.

Meetings of the Committee are held at regular interval with regard to the volume of transfer requests received by 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.

Meetings of Stakeholders Relationship Committee

During the F.Y ending March 31, 2017, Stakeholder' Relationship Committee comprises of following members:

S. No.	Name of Member	Category	No. of meetings held during the Financial Year 2016-17	No. of meetings attended during the Financial Year 2016-17

1	Mr. Peeyush Aggarwal	Chairman	5	5
2	Mr. Vishal Anand*	Member	4	4
3	Mr. Manoj Kumar Jain*	Member	1	1

*Mr. Vishal Anand resigned on 13th February, 2017 and Mr. Manoj Kumar Jain, Director of the Company was appointed as a member w.e.f 13th February, 2017.

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

Five (5) Stakeholders Relationship Committee were held during the year in which all the members were present. The dates on which the said meetings were held are as follows:

05.05.2016, 07.09.2016, 19.12.2016, 09.01.2017 & 13.02.2017

The Company Secretary acts as Secretary to the Committee.

No. of shareholders' complaints received

During the FY 2017, the Company didn't receive any complaints.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee comprises Mr. Peeyush Kumar Aggarwal as the Chairman and Mr. Manoj Kumar Jain & Mrs. Madhu Sharma as the members of the Committee. During the year Mr. Brahm Dutt Sharma has resigned from the post of Directorship with effect from 17th October, 2016 due to which composition of Corporate Social Responsibility Committee has been re-constituted. Mrs. Madhu Sharma was appointed as committee member of the Committee with effect from 17th October, 2016.

The Role of Corporate Social Responsibility Committee is as follows:

- Formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- Reviewing the performance of Company in the area of CSR;
- Providing external and independent oversight and guidance on the environment and social impact of how the Company conducts its business;
- 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.

Meeting of CSR Committee and attendance of members during the year

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, 2017 forms part of the Boards Report.

RISK MANAGEMENT COMMITTEE

As on 31st March, 2017, the Risk Management Committee of the Company comprises of Mr. Manoj Kumar Jain as the Chairman and Mr. Peeyush Kumar Aggarwal & Mrs. Madhu Sharma as members of the Committee.

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.

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
10.10.2016	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001-Meeting through Postal Ballot		1
30.09.2016	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001	10:00 A.M.	0
28.01.2016	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001-Extra-Ordinary General Meeting	10:00 A.M.	1
30.09.2015	703, Arunachal Building, 19 Barakhamba Road, New Delhi-110001	10:00 A.M.	0
30.12.2014	Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019	10:00 A.M	0

AFFIRMATION AND DISCLOSURE

All the members of the Board have affirmed their compliance with the Code of Conduct as on 31st March, 2017 and a declaration to that effect, signed by the Chairman and Chief executive 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 – 18) – 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.

Details of non-compliance

No penalty has been imposed by any stock exchange, SEBI nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital market over the last three years.

The Company in the past had increased the Authorized Share Capital, however due to technical difficulties, the prescribed forms could not be filed. The Companies Act, 2013 which came into effect from 1st April, 2014 wherein schedule fee applicable w.r.t. increase in Authorized Capital has been revised and increased. The schedule of fee as per Companies Act, 2013 has been made applicable and payable on the increased prior to the applicability of the Companies Act, 2013, hence on the advice of senior Advocate/ Professionals the Company has filed a Writ petition before the Hon'ble Delhi High Court bearing WP (C) No 5199 of 2015 challenging the applicability of provisions prescribed under para 3 of Table B under registration of Offices and Fee Rules 2014, which is pending adjudication.

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 clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, 2015.

Disclosure on Website

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

Particulars	Web Link
Familiarization programs for independent directors	http://www.viseshinfo.com/codeofconduct.htm
Policy for determining 'material subsidiaries'	http://www.viseshinfo.com/policies.htm
Policy on dealing with related party transactions	http://www.viseshinfo.com/policies.htm
CSR Policy	http://www.viseshinfo.com/policies.htm
Code of conduct for Directors and Senior Management	http://www.viseshinfo.com/codeofconduct.htm
Whistle Blower Policy/Vigil Mechanism	http://www.viseshinfo.com/policies.htm
Policy for preservation and archival of documents	http://www.viseshinfo.com/policies.htm
Policy on determination of materiality of events or information	http://www.viseshinfo.com/policies.htm
Nomination and Remuneration Policy	http://www.viseshinfo.com/policies.htm
Succession plan for appointment to the Board and senior management	http://www.viseshinfo.com/policies.htm
Code of conduct for Insider Trading	http://www.viseshinfo.com/codeofconduct.htm

MEANS OF COMMUNICATION

The quarterly, half-yearly, and annual results of the company are regularly published in one prominent widely circulated English newspaper and one in daily Hindi Newspaper viz. The Business Standard (English) & (Hindi). The said results are also promptly forwarded to the Stock Exchanges where the shares of the Company are listed as per the Listing Regulations. Further the said results are also posted on company's website www.viseshinfo.com.

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. Disclosure with regard to the shareholding pattern, change in major shareholding, quarterly Limited Review Report by the Statutory Auditor reports etc. are also sent to the Stock Exchange as required under various Regulations. Annual report of the Company is circulated to all the members and all others entitled thereto.

“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's 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 available on the website of the Company i.e. www.viseshinfo.com.

You are also entitled to be furnished, a physical copy of the above documents of the Company on demand. Shareholders are requested to support this Green initiative by registering/updating their e-mail addresses for receiving all kinds of electronic communications.

CEO AND CFO CERTIFICATION

As required by the Listing Regulations, the CEO and CFO certification is provided in this Annual Report.

CODE OF CONDUCT

In compliance with Regulation 26(3) of the Listing Regulations and the Companies Act, 2013 the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). All members of the Board, the executive officers and senior officers have affirmed compliance to the code as on 31st March, 2017.

A declaration to the effect, signed by the Chairman and CEO, forms part of the CEO and CFO Certification.

GENERAL SHAREHOLDER'S INFORMATION

- a) Registered Office** : 703, Arunachal, Building, 19 Barakhamba Road,
New Delhi-110001
- b) Annual General Meeting:**
- Date : 30th September, 2017
 - Day : Saturday
 - Time : 10:00 AM
 - Venue : 703, Arunachal Building, 19 Barakhamba Road
New Delhi-110001
 - Posting of Annual Report : on or before 5th September 2017
 - Last date of receipt of Proxy Form : 48 hours before the Meeting i.e. 28th September 2017
by 10:00 a.m.

c) FINANCIAL YEAR

Financial year	: 1st April to 31st March
Financial year (during period under review)	: 1st April, 2016 to 31st March, 2017
First Quarter	: 1st April, 2016 to 30th June, 2016
Second Quarter	: 1st July, 2016 to 30th September, 2016
Third Quarter	: 1st October, 2016 to 31st December, 2016
Fourth Quarter	: 1st January, 2017 to 31st March, 2017

d) DATE OF BOOK CLOSURE

The Register of members and share transfer Books of the Company will remain closed from 27th September, 2017 to 30th September, 2017(both dates inclusive).

e) REGISTRAR & SHARE TRANSFER AGENTS (RTA)

Name	Address	Contact
MAS Services Ltd.	T-34, II nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	Tel no. : 011-26387281-83 Fax : 011- 26387384 e-Mail : info@masserv.com

f) LISTING OF SHARES/ GDRs

Shares of the Company are listed on following stock exchanges:

Name	Address	Stock Code
National Stock Exchange of India Ltd.	Exchange Plaza, Bandra, Kurla Complex, Bandra(E) Mumbai-400051	VIRESHINFO
Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001	532411

g) WITH EFFECT FROM 28TH AUGUST, 2000 THE SHARES OF MPS INFOTECNICS LIMITED (formerly Visesh Infotecnics Limited) ARE TRADED IN DE-MAT FORM ONLY:

ISIN Code No: INE861A01058

h) INVESTOR SERVICE CELL & ADDRESS FOR CORRESPONDENCE

Address : 703, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001.
Telephone : +91-11-43571044

Fax : +91-43571047
E-Mail : info@viseshinfo.com

i) COMPLIANCE OFFICER

Miss. Garima Singh, Company Secretary.

j) 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 2016 to March 2017	National Stock Exchange			Bombay Stock Exchange		
	High	Low	No. of shares traded	High	Low	No. of shares traded
April, 2016	0.10	0.05	1,65,79,698	0.10	0.08	4,45,85,563
May, 2016	0.15	0.05	1,52,75,764	0.10	0.08	3,05,60,412
June, 2016	0.15	0.05	2,66,49,604	0.12	0.08	4,26,53,382
July, 2016	0.15	0.05	4,73,67,331	0.13	0.08	8,05,54,019
August, 2016	0.15	0.05	3,03,44,470	0.12	0.08	5,06,00,338
September, 2016	0.15	0.05	2,04,82,425	0.11	0.08	2,42,99,147
October, 2016	0.15	0.10	1,20,56,798	0.13	0.10	2,63,81,829
November, 2016	0.30	0.10	6,82,48,623	0.20	0.11	6,29,08,937
December, 2016	0.45	0.20	25,18,72,047	0.34	0.21	1,31,85,463
January, 2017	0.25	0.10	32,28,29,063	0.25	0.13	7,02,13,256
February, 2017	0.30	0.15	10,86,48,662	0.25	0.16	6,52,16,993
March, 2017	0.25	0.15	6,16,50,917	0.23	0.17	6,44,76,210

k) 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, 2017:

Total Issued Capital	No. of Shares	% to total shareholding
NSDL (Demat Form)	202,11,40,578	53.55
CDSL (Demat Form)	174,43,78,291	46.21
Physical Form	8,917,786	0.24
TOTAL	3,77,44,36,655	100

l) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2017:

Shareholding of Nominal Value of (₹)	No. of shareholders	% to total no. of shareholders	Amount in (₹)	% to total shareholding
Upto 5000	16513	53.48%	27738043	0.74%
5,001-10,000	4232	13.71%	33925471	0.90%
10,001-20,000	2922	9.46%	44265549	1.17%
20,001-30,000	1459	4.73%	37159623	0.99%
30,001-40,000	657	2.13%	23879052	0.63%
40,001-50,000	1047	3.39%	50721675	1.34%
50,001-1,00,000	1811	5.87%	149137150	3.95%
1,00,001 and above	2237	7.25%	3407610092	90.28%
TOTAL	30878	100.00	3774436655	100.00

m) SHAREHOLDING PATTERN AS ON 31ST MARCH 2017:

Category	No. of Shares	% of total
A. Promoters	1744074003	46.21
B. Non-Promoter holding	46750	0.00%
i. Banks, Mutual Funds, Insurance Companies, Foreign Institutional Investors (central/state govt. institution/non govt. institutions)		
ii. Private corporate bodies	145628161	3.85%
iii. Indian public	1782140668	47.23%
iv. NRI's / OCB's	72206798	1.91%
v. Foreign Investor	-	-
vi. Clearing member	30340275	0.8%
TOTAL	3774436655	100

ADDITIONAL INFORMATION

a) Investor Relations Section

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

Contact Person : Ms. 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 : info@viseshinfo.com

b) Auditors

M/s RMA & Associates
Chartered Accountants
48, First Floor, Hasanpur,
I.P Extension, Delhi-110092
Ph.No. 011-45261214
Email: pankajchanderca@gmail.com
FRN-000978N

c) Declaration by Independent Directors under sub-section (6) of section 149 & Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During FY17, the Company received declaration in terms of the provisions of Section 149 (6).

Declaration Affirming Compliance of provisions of the code of conduct

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board Members and the Senior Management have duly complied with the provisions of the code of conduct for Directors and Senior Management Personnel during the Financial Year ended March 31, 2017.

Declaration Affirming Compliance of Whistle Blower Policy

To the best of my knowledge and belief, I hereby affirm that no personnel of the Company has been denied access to the Audit committee during FY17.

Date: 30th May 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecnics Ltd.**

SD/-

**Peeyush Aggarwal
Chairman**

DIN No. 00090423

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of MPS Infotecnics Ltd. (formerly Visesh Infotecnics Ltd.)

We have examined the compliance of conditions of Corporate Governance by MPS Infotecnics Ltd. (formerly Visesh Infotecnics Limited) for the financial year ended 31st March, 2017, 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, 2017, 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 RMA & Associates
Chartered Accountants
Firm Registration No.000978N

Pankaj Chandra
Partner
Membership Number -

Place: New Delhi
Date: 30.05.2017

Confirmation of Compliance of Code of Conduct and Ethics

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 2016-17. The Code of conduct is available on the Company's website i.e. www.viseshinfo.com.

Place: New Delhi
Date: 30.05.2017

Peeyush Aggarwal
Chairman
DIN: 00090423
Address: B-313, Saraswati Vihar
Pitampura, Delhi -110034

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2016**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I	REGISTRATION & OTHER DETAILS:	
i	CIN	L30007DL1989PLC131190
ii	Registration Date	20/01/1989
iii	Name of the Company	MPS Infotecnics Limited (Formerly Visesh Infotecnics Ltd.)
v	"Address of the Registered office & contact details"	"703, Arunachal Building 19 Barakhamba Road Connaught Place, New Delhi-110001"
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Mass Services Limited T-34, II Floor Okhla Industrial Area, Phase, New Delhi-110020 Ph. No.: +91-11-26387281 82 83 Email Id: info@masserv.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1	IT Solutions & Products	99831327	3.17%
2	IT Enabled Services	99831326	0.60%
3	Telecommunication	99849330	96.22%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	"HOLDING/ SUBSIDIARY/ ASSOCIATE"	"% OF SHARES HELD"	"APPLICABLE SECTION"
1	Axis Convergence Inc, Mauritius Level 2, Max city Building, Remy Oilier Street, Port Louis, Mauritius	Not Applicable	Subsidiary	100	2(87)
2	Green wire Network Ltd., Hong Kong Block A, 15/F Hillier Commercial Building, 65-67 Bonham Strand East, Sheung Wan, Hong Kong.	Not Applicable	Subsidiary	100	2(87)
3	Open tech Thai Network Specialists Co. Ltd. Thailand 8/5 Soi Sukhumvit 28 (Bannasam, Sukhumvit Rd., Klongton, Kolngtoey, Bangkok, Thailand	Not Applicable	Subsidiary	99.99	2(87)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	862,511,967	-	862,511,967	22.85%	862,511,967	-	862,511,967	22.85%	0.00%
"b) Central Govt. or State Govt."	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	882200000	-	882,200,000	23.37%	881,562,036.00	-	881,562,036	23.35%	-0.02%
d) Bank/Fl	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	1,744,711,967	-	1,744,711,967	46.22%	1,744,074,003	-	1,744,074,003	46.21%	-0.02%
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	-	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	-	-	-	-	0.00%	0.00%
d) Banks/Fl	-	-	-	-	-	-	-	0.00%	0.00%
e) Any other...	-	-	-	-	-	-	-	0.00%	0.00%
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	0.00%	0.00%
"Total Shareholding of Promoter (A)= (A)(1)+(A)(2)"	1,744,711,967	0	1,744,711,967	46.22%	1,744,074,003	-	1,744,074,003	46.21%	-0.02%
B. PUBLIC SHARE-HOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	0.00%	0.00%
b) Banks/Fl	46,750	-	46,750	-	46,750	-	46,750	0.00%	0.00%
C) Central govt	-	-	-	-	-	-	-	0.00%	0.00%
d) State Govt.	-	-	-	-	-	-	-	0.00%	0.00%
e) Venture Capital Fund	-	-	-	-	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	-	-	-	-	0.00%	0.00%
g) FIIS	46,750,000	-	46,750,000	1.24%	-	-	-	0.00%	-1.24%

"h) Foreign Venture Capital Funds"	-	-	-	-	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	-	-	-	-	0.00%	0.00%
SUB TOTAL (B)(1):	46,796,750	-	46,796,750	1.24%	46,750	-	46,750	0.00%	-1.24%
(2) Non Institutions									
a) Bodies corporates									
i) Indian	367,325,612	186,495,450	553,821,062	14.67%	287,816,905	5,620,450	293,437,355	7.77%	-6.90%
ii) Overseas	-	-	-	-	128,161	-	128,161	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	280,002,435	3,183,336	283,185,771	7.50%	351,178,833	3,158,736	354,337,569	9.39%	1.89%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	982,650,488	55,000,000	1,037,650,488	27.49%	1,276,697,792	-	1,276,697,792	33.82%	6.33%
c) Others (specify)									
i) Clearing Member	28,665,741	-	28,665,741	0.76%	30,340,275	-	30,340,275	0.80%	0.04%
ii) Directors & their relatives	3,167,717	-	3,167,717	0.08%	3,165,517	-	3,165,517	0.08%	0.00%
iii) Employees	1,185	-	1,185	0.00%	1,185	-	1,185	0.00%	0.00%
iv) Non Resident Indians	76,296,124	138,600	76,434,724	2.03%	72,068,198	138,600	72,206,798	1.91%	-0.11%
v) Trust	150	-	150	0.00%	150	-	150	0.00%	0.00%
vi) NBFC's Registered with RBI	1,100	-	1,100	0.00%	1,100	-	1,100	0.00%	0.00%
SUB TOTAL (B)(2):	1,738,110,552	244,817,386	1,982,927,938	52.54%	2,021,398,116	8,917,786	2,030,315,902	53.79%	1.26%
"Total Public Shareholding (B)= (B)(1)+(B)(2)"	1,784,907,302	244,817,386	2,029,724,688	53.78%	2,021,444,866	8,917,786	2,030,362,652	53.79%	0.02%
C. Shares held by Custodian for GDRs & ADRs									
i) Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3,529,619,269	244,880,586	3,774,436,655	100.00	3,765,518,869	8,917,786	3,774,436,655	100	-

SHARE HOLDING OF PROMOTERS

S.No.	Shareholders Name	"Shareholding at the beginning of the year 01.04.2016"			"Shareholding at the end of the year 31.03.2017"		
		NO of shares	"% of total shares of the company"	"% of shares pledged encumbered to total shares"	No. of shares	"% of total shares of the company"	"% of shares pledged encumbered to total shares"
1	Peeyush Kumar Aggarwal	786750193	20.84%	18.89%	786750193	20.84%	18.89%
2	Seema Aggarwal	75761774	2.01%	2.01%	75761774	2.01%	2.01%
3	Omikam Global Capital Pvt Ltd	299200000	7.93%	0	298562036	7.91%	7.91%
4	Omikam Securities Pvt Ltd	242000000	6.41%	0	242000000	6.41%	6.41%
5	Omikam Capital Markets Pvt Ltd	341000000	9.03%	0	341000000	9.03%	0.00%
	Total	1744711967	46.22%	20.90%	1744074003	46.22	35.22%

CHANGE IN PROMOTERS' SHAREHOLDING (Please specify, if there is no change)

Sl. No.	Name of the Shareholding	Share holding at the beginning of the Year i.e. 01-04-2016		Date	Reason	Date wise Increase / Decrease		Cumulative Shareholding during the year 31-03-2017	
		No. of Shares	% of total shares of the company			Increase / Decrease	%age of total share capital	No of shares	% of total shares of the company
	Promoter								
	Omkam Global Capital Pvt Ltd	299200000	7.93%	30-03-2017	Invocation of Shares	-637964	0.02%	298562036	7.91%

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

Sl. No	Top 10 Shareholders*	Shareholding at the beginning of the year i.e. 01-04-2015		Date wise Increase / Decrease			Cumulative Shareholding during the year 31-03-2016	
		No. of shares	% of total shares of the company	Date	Increase / Decrease	%age of total share capital	No of shares	% of total shares of the company
1	Agrata Real Estate Pvt. Ltd.	45500000	1.21%	31-Mar-17	-	0.00%	45,500,000.00	1.21%
2	Aansal Securities Services Pvt. Ltd.	50000000	1.32%	3-Jun-16	-50000000	-1.32%	-	0.00%
3	Parkway properties Pvt. Ltd.	29839933	0.79%	31-Mar-17	-	0.00%	29,839,933.00	0.79%
4	Walton Consutruction Pvt. Ltd.	63250000	1.68%	23-Dec-16	-63250000	-1.68%	-	0.00%
5	Sunflower Commosales Pvt. Ltd.	60500000	1.60%	23-Dec-16	-60500000	-1.60%	-	0.00%
6	Jihan Mercantile Pvt. Ltd.	55000000	1.46%	23-Dec-16	-55000000	-1.46%	-	0.00%
7	Pataliputra International Ltd.	50000000	1.32%	23-Dec-16	55000000	1.46%	105000000	2.78%
				6-Jan-17	-37390876	-0.99%	67609124	1.79%
				13-Jan-17	-17609124	-0.47%	50000000	1.32%
8	Deipakk Bawa	80000000	2.12%	29-Apr-16	1000000	0.03%	81000000	2.15%
				6-May-16	1000000	0.03%	82000000	2.17%
				23-Sep-16	2113521	0.06%	84113521	2.23%
				18-Nov-16	86479	0.00%	84200000	2.23%
9	Hamraj Fashion Consultants Pvt. Ltd.	42625000	1.13%	6-Jan-17	-42625000	-1.13%	-	0.00%
10	Vidhyasagar Mahavirprasad Sah	36045177	0.95%	31-Mar-17	-	0.00%	36045177	0.95%
11	Vipin Garg	33008921	0.87%	31-Mar-17	-	0.00%	33008921	0.87%
12	Gazala Constructions Pvt. Ltd.	-	0.00%	3-Jun-16	50000000	1.32%	50000000	1.32%

13	Mediamagic Telecommunication Pvt. Ltd.	-	0.00%	23-Dec-16	63250000	1.68%	63250000	1.68%
				6-Jan-17	-19000000	-0.50%	44250000	1.17%
				13-Jan-17	-15945993	-0.42%	28304007	0.75%
				20-Jan-17	-28304007	-0.75%	0	0.00%
14	Neelabh Spinning Mills Pvt. Ltd.	-	0.00%	23-Dec-16	60500000	1.60%	60,500,000.00	1.60%
				31-Dec-16	-500000	-0.01%	60,000,000.00	1.59%
				20-Jan-17	-10000000	-0.26%	50,000,000.00	1.32%
				27-Jan-17	-32500000	-0.86%	17,500,000.00	0.46%
				3-Feb-17	-17500000	-0.46%	-	0.00%
15	Dhiru Builders and Promoters Pvt. Ltd.	-	0.00%	13-Jan-17	28019447	0.74%	28,019,447.00	0.74%
				20-Jan-17	-28019447	-0.74%	-	0.00%
16	R.K. Global Sh. And Sec. L	-	0.00%	20-Jan-17	22804007	0.60%	22,804,007.00	0.60%
				27-Jan-17	-22804007	-0.60%	-	0.00%
17	Rajesh Gupta	-	0.00%	20-Jan-17	22518525	0.60%	22,518,525.00	0.60%
18	Aditya Vikram Agarwal (HUF)	-	0.00%	27-Jan-17	20000000	0.53%	20,000,000.00	0.53%
19	Sanjiv Bhavnani		0.00%	3-Feb-17	15343900	0.41%	15,343,900.00	0.41%

* Changes in the holding as per the beneficiary position downloaded from the Benpos data provided by the Registrar & Transfer Agent

Shareholding of Directors & KMP

S.No.	Folio/ Ben-eficiary Account No.	Name of the Share-holder	Date	Reason	Shareholding at the beginning of the year i.e. 01-04-2016		Cumulative Shareholding during the year
					No of shares	% of total shares of the company	
1	12020600-00800415	Peeyush Kumar Aggarwal	1-Apr-16	At the beginning of the year	786,750,193	20.84%	78,67,50,193
			31-Mar-17	At the end of the year	786,750,193	20.84%	
2	IN301436-10630017	Sanjay Sharma	1-Apr-16	At the beginning of the year	1,100	0.00%	1100
			31-Mar-17	At the end of the year	1,100	0.00%	

3	IN300966-10061380	Brahm Dutt Sharma	1-Apr-16	At the beginning of the year	2,200	0.00%	2200
			31-Mar-17	*At the end of the year	2,200	0.00%	
4	IN300239-10205350	Manoj Kumar jain	1-Apr-16	At the beginning of the year	82,500	0.00%	82500
			31-Mar-17	At the end of the year	82,500	0.00%	

* Mr. Brahm Dutt Sharma resigned from the directorship w.e.f 17th October, 2016.

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment			
	Secured Loans excluding deposits	"Unsecured Loans"	Deposits
Indebtness at the beginning of the financial year			
i) Principal Amount	105082402	160,957,365	NIL
ii) Interest due but not paid	0	0	NIL
iii) Interest accrued but not due	0	0	NIL
Total (i+ii+iii)	105082402	160957365	NIL
Change in Indebtedness during the financial year			
Additions	0	16,698,676	NIL
Reduction	-46826824	0	NIL
Net Change	-46826824	16698676	NIL
Indebtedness at the end of the financial year			
i) Principal Amount	58,255,578	177,656,041	NIL
ii) Interest due but not paid	0	0	NIL
iii) Interest accrued but not due	0	0	NIL
Total (i+ii+iii)	58255578	177,656,041	NIL

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
		Mr. Vishal Anand,CEO*	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	407,314	407,314
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	407,314	407,314
	Ceiling as per the Act (60 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores.)		

* Mr. Vishal Anand has resigned from the post of Director and chief Executive Officer w.e.f 13/02/2017.

** Mr. Rahul Meena has been appointed as a Chief Executive Officer w.e.f 13/02/2017.

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Fee for attending board/ committee meetings	Commission	Total
1	Independent Directors*			
	Mrs. Madhu Sharma	-	-	-
	Mr. Brahm Dutt Sharma	-	-	-
	Mr. Manoj Kumar Jain	-	-	-
	Total (1)	-	-	-
2	Other Non Executive Directors**			
	Mr. Peeyush Kumar Aggarwal	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Ceiling as per the Act (@1% of profits calculated under Section 197 of the Companies Act,2013)			

* The Independent Directors have Voluntarily decided not to take any Fees or Commission.

** The Non-Executive Director has decided not to take any Fees or Commission.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Chief Executive Officer	Chief Financial Officer	" Company Secretary"	
1	Gross Salary	Mr. Rahul Meena	Mr. Sanjay Sharma	Miss. Garima Singh	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	157,142	825,292	247,628	1,230,062
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
5	Others, allowances	-	-	-	-
	Total	157,142	825,292	247,628	1,230,062

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty		NIL		NIL	
Punishment					
Compounding		NIL		NIL	
B. DIRECTORS					
Penalty		NIL		NIL	
Punishment					
Compounding		NIL		NIL	

C. OTHER OFFICERS IN DEFAULT					
Penalty		NIL		NIL	
Punishment					
Compounding		NIL		NIL	

Date: 30th May 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecncs Ltd.**

SD/-

Peeyush Aggarwal

Chairman

DIN No. 00090423

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 Rs.)

SI. No.	Particulars	Details		
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	1st April 2016 to 31st March 2017	1st April 2016 to 31st March 2017	1st January 2016 - 31st December 2016
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	US Doller	US Doller	Thai Bhat
4	Share Capital	807,160.00	559,360.00	12,020,053.00
5	Reserves & Surplus	55,664,391.97	7,477,446.71	(12,115,635.00)
6	Total Assets	90,736,887.48	54,857,734.95	1,389,140.00
7	Total Liabilities	33,775,723.51	45,717,761.70	1,488,431.00
8	Investments	-	-	3,709.00
9	Turnover	84,939,408.90	81,607,612.60	-
10	Profit before taxation	(595,866.73)	269,728.58	-
11	Provision for taxation	-	-	-
12	Profit after taxation	(595,866.73)	266,227.29	-
13	Proposed Dividend	-	-	-
14	% of Shareholding	100%	100%	99.996%

Date: 30th May 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecncs Ltd.**

SD/-

**Peeyush Aggarwal
Chairman**

DIN No. 00090423

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 arms 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 - N.A	
	a	Name(s) of the related party and nature of relationship	
	b	Nature of contracts/arrangements/transactions	
	c	Duration of the contracts/arrangements/transactions	
	d	Salient terms of the contracts or arrangements or transactions including the value, if any	
	e	Justification for entering into such contracts or arrangements or transactions	
	f	date(s) of approval by the Board	
	g	Amount paid as advances, if any:	
	h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2		Details of material contracts or arrangement or transactions at arm's length basis	
	a	Name(s) of the related party and nature of relationship	Mr. Peeyush Kumar Aggarwal - Promoter Director Omkam Global Capital Pvt. Ltd. - Mr. Peeyush Aggarwal is also a Director in OGCL
	b	Nature of contracts/arrangements/transactions	Unsecured loans received Unsecured loans received
	c	Duration of the contracts/arrangements/transactions	N.A N.A

d	Salient terms of the contracts or arrangements or transactions including the value, if any	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 a sum of Rs. 1,66,98,675.97p (Rupees One crore Sixty six lacs ninty eight thousand six hundred seventy five and paise ninty seven) and over the years the company has received a sum of Rs. 17,22,90,105.05p (Rupees Seventeen crores twenty two lacs ninty thousand one hundred five and paise five only). 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) For the smooth functioning of the company as well as for day to day funds requirements, the company had been requesting OGCL and OGCL has been infusing the funds. 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. 15,93,000/- (Rupees Fifteen lacs ninty three thousand only) was received by the company. As on date the total amount payable by the company to OGCL is Rs. 3,58,90,353/- (Rupees Three crore fifty eight lacs ninty seven thousand three hundred fifty three only). The funds made available by OGCL is interest free and repayble on demand and/or as and when the company has surplus funds
e	date(s) of approval by the Board	30th May 2017	30th May 2017
f	Amount paid as advances, if any:	N.A	N.A
g	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A. since the services availed from the Promoter Director is within the norms set out in Rule 15(3)(iv) of the Companies (Meeting of Board & its Powers) Rules, 2014.	N.A. since the services availed from the Promoter Director is within the norms set out in Rule 15(3)(iv) of the Companies (Meeting of Board & its Powers) Rules, 2014.

Date: 30th May 2017

Place : New Delhi

**By Order of the Board
for MPS Infotecncs Ltd.**

SD/-

Peeyush Aggarwal

Chairman

DIN No. 00090423

**Kundan Agrawal & Associates**

Company Secretaries

Phone: 91-11-43099000

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017**

[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 Infotecnic 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 were 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 31 March, 2017 ('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 31 March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder,
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;



H-23A, 204, Kamal Tower, (Near Sai Mandir), Vikas Marg, Laxmi Nagar, Delhi-110092 (INDIA)

(Secretarial Audit Report for F.Y 2016-2017 for M/s MPS Infotecnics Limited)

- (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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, 2014 notified on 28 October 2014;
 - (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, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (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.



(Secretarial Audit Report for F.Y 2016-2017 for M/s MPS Infotecnics Limited)

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

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

We further report that

- During the period under review, few documents / records and/or returns are required to be updated / filed as per the various provisions of the Companies Act and other applicable Act, rules and regulations.
- 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. 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. Further improvements will be appreciated.
- 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.

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.

Place: Delhi
Date: 30/05/2017

For Kundan Agrawal & Associates
Company Secretaries
FRN: 82009DE113700



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

INDEPENDENT AUDITOR'S REPORT

To the Members

MPS Infotecnics Limited (formerly known as Visesh Infotecnics Limited)

Report on the Financial Statements

We have audited the accompanying standalone financial statements of MPS Infotecnics Limited New Delhi ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position) and financial performance and Cash Flow Statement of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances [but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls]. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Basis of Qualified Opinion

1. The company has shown in the balance sheet, bank balance in Banco Efisa (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/- (Refer Note No. 11(a)).
2. 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 of Rs.4.40 Crores towards the same stands payable, under the head "Other Current Liabilities" in the Financial Statements. (Refer Note No.1 and 4)

Qualified Opinion

In our opinion, except for the effects of the matter described in the Basis of Qualified Opinion paragraph, and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, 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 purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2016
 - e. On the basis of the written representations received from the directors we on March 31, 2017 and taken on record by the board of director, none of the director of this company is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g. With respect to the other matters included in the Auditors Report and to the best of our information and according to the explanation given to us :
 - I. Detail of pending litigation which are having financial impact is given below:

Sr. No.	Details of the Case	Pending with (Authority name)	Amount in INR
1.	AY 2006-07, Demand is outstanding under Income Tax Act, against which appeal no. 193/08-09 dated 29.01.2009 has been filed	CIT (Appeal)-III, Bangalore	12,35,589.00
2.	AY 2010-11, Demand is deleted by CIT (Appeal) 9, Delhi in Appeal No. 10/13-14 dated 26.03.2014, now department has moved to ITAT, New Delhi	ITAT, New Delhi	2,48,53,100.00
3.	AY 2011-12, Demand is outstanding & appeal against the said demand is filed with CIT (Appeal)-33, Delhi vide Appeal No 126/14-15 dated 29.04.2014	CIT (Appeal)-33, Delhi	44,57,98,390.00
4.	Refer note 2 of Basis of Qualified Opinion regarding ROC fees for increase in authorised share capital.	Hon'ble High Court Delhi	3,13,21,705
5.	DGCEI imposed a Service Tax demand against which Rs. 10 Lacs has been paid without prejudice	CCE (Appeals)	35,53,123
6.	Visesh Infotechnics Ltd. V/s Benco Efisa, filed by Company for recovery (Refer note 11 a(1) of financial statements	10th Civil Court, Lisbon, Portugal	USD 888 3210.75 and interest thereon

- II. As per information furnished to us, the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- III. There were no amounts which required to be transferred to the investor Education and Protection Fund by the Company.

- IV. The company has provided requisite disclosures in its standalone financial statements as to holdings of Specified Bank Notes (SBNs) during the period from 8th November, 2016 to 30th December, 2016. Based on our enquiries, test check of the books of account and other details maintained by the Company and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company.

For M/s. RMA & Associates LLP
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Pankaj Chander
Partner
M. No. 089065

Place: - New Delhi
Date : 30th May 2017

MPS Infotecnics Limited
“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017.

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) All the assets have been physically verified by management during the year but there is The Company has conducted physical verification at a reasonable interval of its fixed assets during the period covered under our audit. We are informed that no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
2. (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are statutory dues which have not been deposited on account of any dispute, detail is given below:-

Sr. No.	Nature of Statutory Dues	Amount in INR
1.	Income Tax AY 2006-07	12,45,589
2.	Income Tax AY 2010-11	27,306,810
3.	Income Tax AY 2011-12	445,798,390
4.	Service Tax	25,53,123

8. According to the information and explanations given to us and based on the documents and records produced to us, the company has defaulted in repayment of dues to Allahabad Bank, South Extension, New Delhi Branch against working capital limit for which the company has entered into one time settlement agreement on 14, Jan, 2016 and has settled for a sum of Rs. 1186.50 lakhs plus interest thereon from the date of settlement to the date of payment

9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. The Company is not a Nidhi Company. Hence this clause is not applicable on it.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Orders are not applicable to the company
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Orders are not applicable to the company

For M/s. RMA & Associates LLP
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Pankaj Chander
Partner
M. No. 089065

Place: - New Delhi
Date : 30th May 2017

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of MPS INFOTECNICS LIMITED (Formerly known as Visesh Infotecnic Ltd.)

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

We have audited the internal financial controls over financial reporting of MPS INFOTECNICS LIMITED as of March 31, 2017 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls . 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (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 over financial reporting 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 over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, 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 over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017.

For M/s. RMA & Associates LLP
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Place: - New Delhi
Date : 30th May 2017

Pankaj Chander
Partner
M. No. 089065

Balance Sheet as at 31st March, 2017

(Amount in Rs.)

Particulars		Note No.	As at 31.03.2017	As at 31.03.2016
1		2	3	4
I. EQUITY AND LIABILITIES				
1	Shareholders' Funds			
	(a) Share Capital	1 (a)	3,774,436,655	3,774,436,655
	(b) Reserves and Surplus	2	609,401,726	621,105,535
2	Non-Current Liabilities			
	(a) Long-Term Borrowings	3(a)	15,321,000	16,307,506
	(b) Deferred Tax Liabilities		129,964,115	133,059,907
3	Current Liabilities			
	(a) Short Term Borrowings	3(b)	220,590,619	249,732,261
	(b) Trade Payables		70,281,413	57,215,875
	(c) Other Current Liabilities	4	275,452,685	261,247,772
	(d) Short-Term Provisions	5	41,413,986	38,103,487
	Total		5,136,862,199	5,151,208,998
II. ASSETS				
1	Non-Current Assets			
	(a) Fixed Assets	6		
	(i) Tangible Assets		4,567,987	9,930,825
	(ii) Intangible Assets		55,339,022	64,839,022
	(iii) Capital Work-in-Progress		826,014,755	826,014,755
	(b) Non-Current Investments	7	617,530,195	617,530,195
	(c) Long-Term Loans and Advances	8	2,245,914,462	2,238,171,600
2	Current assets			
	(a) Inventories	9	622,309,889	624,489,889
	(b) Trade Receivables	10	369,456,442	370,099,471
	(c) Cash and Bank Balances	11 (a)	351,179,977	351,298,915
	(d) Short Term Loans & Advances	11 (b)	37,645,480	42,208,423
	(e) Other Current Assets	12	6,903,990	6,625,907
	Total		5,136,862,199	5,151,208,998
	Notes on Financial Statements	1 to 27		
	Significant Accounting Policies	28		

As per our Audit Report of even date

For RMA & Associates

Chartered Accountants

Firm Reg. No.: 000978N/N500062

Pankaj Chander

Partner

M.No. : 089065

Place : New Delhi

Date : 30.05.2017

For and on behalf of the Board of Directors

Peeyush Aggarwal

Chairman

DIN: 00090423

Rahul Meena

CEO

Garima Singh

Company Secretary

Sanjay Sharma

Chief Financial Officer

Statement of Profit & Loss for the year ended 31st March, 2017

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
INCOME :			
I. Revenue from Operations	13	1,864,348,659	2,618,883,327
II. Other Income	14	14,003,990	65,170,239
III. Total Revenue (I + II)		1,878,352,650	2,684,053,565
IV. EXPENDITURE :			
Purchases of Stock-in-Trade & Services		1,836,785,355	2,600,511,920
Changes in Inventories	15	2,180,000	(2,180,000.00)
Employee's Benefit Expenses	16	19,467,289	19,488,031
Finance Costs	17	4,004,177	1,760,862
Depreciation and Amortization Expenses		10,684,012	11,623,377
Other Expenses	18	19,506,049	53,713,864
Total Expenses		1,892,626,882	2,684,918,054
V. Profit before Exceptional, Extraordinary, Prior Period Items and Tax (III-IV)		(14,274,232)	(864,489)
VI. Exceptional Items		-	-
VII. Profit/(Loss) before Extraordinary, Prior Period Items and Tax (V - VI)		(14,274,232)	(864,489)
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before Prior Period Items and Tax (VII - VIII)		(14,274,232)	(864,489)
X. Prior Period Items		525,369	-
XI. Profit/(Loss) before Tax (IX - X)		(14,799,601)	(864,489)
XII. Tax Expenses			
(1) Current Tax		-	-
(2) Deferred tax		(3,095,792)	(3,310,839)
XIII. Profit/(Loss) for the year		(11,703,809)	2,446,350
XIV. Earnings per equity share of face value of Re. 1/- each			
(1) Basic		(0.003)	0.001
(2) Diluted		(0.003)	0.001
Notes on Financial Statements	1 to 27		
Significant Accounting Policies	28		

As per our Audit Report of even date

For RMA & Associates

Chartered Accountants

Firm Reg. No.: 000978N/N500062

Pankaj Chander

Partner

M.No. : 089065

For and on behalf of the Board of Directors

Peeyush Aggarwal

Chairman

DIN: 00090423

Rahul Meena

CEO

Garima Singh
Company Secretary

Sanjay Sharma
Chief Financial Officer

Place : New Delhi

Date : 30.05.2017 Date : 30.05.2017

Cash Flow Statement for the year ended 31st March, 2017

(Amount in Rs.)

Particulars	As At 31/03/2017	As At 31/03/2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(14,799,601)	(864,489)
Adjustment for :		
Depreciation & Amortisation	10,684,012	11,623,377
Misc. Expenses Written off	-	25,833,689
Leave Encashment	12,092	1,298
Gratuity	61,469	(883,527)
Provision for Income Tax & Interest on Income Tax A.Y. 2013-14	3,236,938	7,567,423
Interest & Other Costs	4,004,177	1,760,862
Prior Period Item	525,369	-
Interest Received	(301,713)	(414,892)
(Profit) / Loss on sale of Fixed Assets	(13,603,610)	(55,115,724)
Operating Profit Before Working Capital Changes	(10,180,867)	(10,491,983)
(Increase)/Decrease in Current Assets	7,107,889	(5,736,970)
Increase/(Decrease) in Current Liabilities	(1,871,191)	(5,293,211)
Net Cash from Operating Activities (A)	(4,944,170)	(21,522,164)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(262,233)	(354,903)
Sale of Fixed Assets	18,336,500	61,660,000
Change in Capital WIP	-	-
Interest Received	301,713	414,892
Long term Loans & Advances	(7,742,862)	2,985,656
Net Cash Outflow in Investing Activities (B)	10,633,117	64,705,645
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	-	-
Share Application Money Received	-	-
Increase / (Decrease) in Long Term Borrowings	(986,506)	(45,323,679)
Interest Paid	(4,004,177)	(1,760,862)
Net Cash inflow from Financing Activities (C)	(4,990,683)	(47,084,541)
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	(118,939)	(3,901,058)
Cash and Cash Equivalent as at 01/04/2016	351,298,915	355,199,972
Cash and Cash Equivalent as at 31/03/2017	351,179,977	351,298,915

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 Potugal is not available for use, because the bank has debited the account by same amount, the matter is in court of Law.

As per our Audit Report of even date

For RMA & Associates

Chartered Accountants
Firm Reg. No.: 000978N/N500062

Pankaj Chander
Partner
M.No. : 089065

Place : New Delhi

Date : 30.05.2017 Date : 30.05.2017

For and on behalf of the Board of Directors

Peeyush Aggarwal
Chairman
DIN: 00090423

Rahul Meena
CEO

Garima Singh
Company Secretary

Sanjay Sharma
Chief Financial Officer

Notes on Financial Statements for the Year ended 31st March, 2017

(Amount in Rs.)

Note No	Particulars	As at 31.03.2017	As at 31.03.2016
1	2	3	4
1	SHARE CAPITAL		
	Equity Share Capital		
	Authorised Share Capital :	<u>3,775,000,000</u>	<u>3,775,000,000</u>
	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 :	<u>3,774,436,655</u>	<u>3,774,436,655</u>
	(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 De- cember 4 , 2007)		
	Total	3,774,436,655	3,774,436,655

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 the authorized capital during the Financial Year 2010-11 to 2012-13, however due to technical issues necessary forms along with the fees w.r.t. increase in Authorised Capital, could not be filed and paid. Meanwhile the schedule of fees was increased as per the companies act, 2013. However, the authorised 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 Registration of Offices and Fees Rules 2014.

The Details of Shareholders holding more than 5 % shares :

Name of the Shareholder	31st March, 2017		31st March, 2016	
	No. of Shares	% held	No. of Shares	% held
Mr. Peeyush Aggarwal	786,750,193	20.844	786,750,193	20.844
Omkam Capital Markets Pvt. Ltd.	341,000,000	9.034	341,000,000	9.034
Omkam Global Capital Pvt. Ltd.	298,562,036	7.910	299,200,000	7.927
Omkam Securities Markets Pvt. Ltd.	242,000,000	6.412	242,000,000	6.412

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

Particulars	31st March, 2017 No. of Shares	31st March, 2016 No. of Shares
Equity Shares at the beginning of the year	3,774,436,655	3,774,436,655
Equity Shares at the end of the year	3,774,436,655	3,774,436,655

Note	Particulars	31st March, 2017	31st March, 2016
2	Reserves and Surplus		
	Capital Reserve	51,457,116	51,457,116
	Securities Premium Reserve	899,102,506	899,102,506
	General Reserve	26,073,430	26,073,430
	(Less):-		
	Deficit in earlier year	(355,527,517)	(357,973,467)
	Deficit during the year	(11,703,809)	(2,446,350)
	Total	609,401,726	621,105,535
3a	LONG TERM BORROWINGS		
	Secured		
	Loans from Other Banks & Institution	15,321,000	16,307,506
	Total	15,321,000	16,307,506
3b	SHORT TERM BORROWING		
	Secured		
	Working Capital Loan from Allahabad Bank	42,934,578	88,774,896
	Unsecured		
	Others	177,656,041	160,957,365
	Total	220,590,619	249,732,261

Notes :

- Working Capital Loans from Allahabad Bank and Loans from Phoenix ARC Pvt. Ltd. are secured by way of charge on movable and immovable properties of the Company.
 - Company has entered into an OTS for a sum of Rs. 11,86,50,000.00 with Allahabad Bank as on 14.01.2016.
 - Other Unsecured loans included a sum of Rs. 172,290,105/- from directors.

Note	Particulars	31st March, 2017	31st March, 2016
4	OTHER CURRENT LIABILITIES		
	Advance from customers	222,016,962	209,000,454
	Other Payables	53,435,723	52,247,318
	Total	275,452,685	261,247,772

Notes: -

- Other payable includes Rs.4.40 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.
- Trade Payables are subject to balance confirmation.

Note	Particulars	31st March, 2017	31st March, 2016
5	SHORT TERM PROVISIONS		
	Provision for Income Tax	24,899,527	24,899,527
	Provision for Interest on Income Tax A.Y. 2013-14	13,209,198	9,972,260
	Provisions for Employees Benefits - Leave Encashment	1,616,021	1,603,929
	Provisions for Employees Benefits - Gratuity	1,689,240	1,627,771
	Total	41,413,986	38,103,487

Note:-

Income tax Liability against Provision for Income Tax in respect of Assessment Year 2013-14, including provision of interest thereon, 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.

Schedule of Depreciation as per Schedule II of Companies Act, 2013

Note 6 - Fixed Assets

Description	Gross Block				Depreciation / Amortization			Net Block		
	As At 01.04.2016	Additions / Adjust- ments	Deduc- tions / Adjust- ments	As At 31.03.2017	As At 01.04.2016	For the Year	Write off through reserve	Deduc- tions / Adjust- ments	As At 31.03.2017	As At 31.03.2016
A. TANGIBLE ASSETS :										
Building	9,786,806	-	5,886,806	3,900,000	2,156,626	110,083		1,445,748	3,079,040	7,630,180
Plant & Machinery										
- Computers and Peripherals	34,226,134	100,749	-	34,326,883	33,809,186	207,284	-	-	310,413	416,948
- Office Equipments	14,144,931	161,484	-	14,306,415	13,724,813	218,461	-	-	363,141	420,118
Vehicles	5,206,584	-	-	5,206,584	4,593,125	272,329	-	-	341,130	613,459
Furniture & Fixtures	15,539,164	-	-	15,539,164	14,689,045	375,856	-	-	474,263	850,119
Sub Total (A)	76,903,619	262,233	5,886,806	73,279,046	66,972,795	1,184,012	-	1,445,748	4,567,987	9,930,825
B. INTANGIBLE ASSETS :										
Goodwill	2,800,000	-	-	2,800,000	2,800,000	-	-	-	-	-
Software	95,000,000	-	-	95,000,000	30,160,978	9,500,000	-	-	55,339,022	64,839,022
Sub Total (B)	97,800,000	-	-	97,800,000	32,960,978	9,500,000	-	-	42,460,978	64,839,022
Total (A+B)	176,703,619	262,233	5,886,806	171,079,046	101,933,773	10,684,012	-	1,445,748	59,907,011	74,769,847
Capital Work-in-Progress (in- cluding Advances on Capital Account)	826,014,755	-	-	826,014,755	-	-	-	-	826,014,755	826,014,755
Grand Total	1,002,718,374	262,233	5,886,806	997,093,801	101,933,773	10,684,012	-	1,445,748	885,921,764	900,784,602

Note :

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 IPR.
The company has shown these software under the sub-head "Software" 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.

Note	Particulars	31st March, 2017	31st March, 2016
7	NON-CURRENT INVESTMENTS		
	In Equity Shares of Subsidiaries Companies		
	Axis Convergence Inc -20000 Equity Share (20000 E.S.)	403,985,905	403,985,905
	Greenwire Network Ltd.-20000Equity Share(20000 E.S.)	201,479,237	201,479,237
	Opentec Thai Network Specialists Co. Limited-129995 Equity Shares (129995 E.S.)	12,020,053	12,020,053
	Others		
	Veom Infotech Pvt. Ltd.- 4500 Equity shares (4500E.S.)	45,000	45,000
	Total	617,530,195	617,530,195

Note	Particulars	31st March, 2017	31st March, 2016
8	LONG-TERM LOANS & ADVANCES		
	Advances with Tax Authorities	15,462,226	14,386,286
	Other Loans and Advances	2,230,452,237	2,223,785,314
	Total	2,245,914,462	2,238,171,600

- 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	Particulars	31st March, 2017	31st March, 2016
9	INVENTORIES		
	Stock-in-Trade	622,309,889	624,489,889
	Total	622,309,889	624,489,889

Note	Particulars	31st March, 2017	31st March, 2016
10	TRADE RECEIVABLES		
	(Unsecured & Considered Good)		
	Over Six Months	356,332,337	358,762,844
	Others	13,124,105	11,336,627
	Total	369,456,442	370,099,471

- Notes :-** Trade Receivables subject to balance confirmation.

Note	Particulars	31st March, 2017	31st March, 2016
11a	CASH AND BANK BALANCES		
	Balances with Banks	461,317	407,874
	Cash in hand	81,497	253,878
	Fixed Deposits with Banks	2,745,000	2,745,000
	Balances with Foreign Bank - Banco Efisa	347,892,163	347,892,163
	Total	351,179,977	351,298,915

- 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 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.

2 Bank guarantee issued to Unique Identification Authority of India Rs. 200,000/-

Note	Particulars	31st March, 2017	31st March, 2016
11b	SHORT TERM LOANS & ADVANCES		
	Advances to Staff	236,816	47,480
	Advance to Suppliers	36,913,211	40,983,157
	Advance with Income Tax Authorities	495,453	1,177,786
	Total	37,645,480	42,208,423

Notes :

1 Other Loans & Advances, Advance to suppliers are subject to balance confirmation.

Note	Particulars	31st March, 2017	31st March, 2016
12	OTHER CURRENT ASSETS		
	Security Deposits	477,334	929,532
	Prepaid Expenses	4,674,714	4,175,656
	Interest accrued but not due	1,751,943	1,520,720
	Total	6,903,990	6,625,907

Note	Particulars	31st March, 2017	31st March, 2016
13	REVENUE FROM OPERATIONS		
	Sale of Products & Services	1,864,348,659	2,618,883,327
	Total	1,864,348,659	2,618,883,327

Note	Particulars	31st March, 2017	31st March, 2016
14	OTHER INCOME		
	Miscellaneous Income	98,668	9,639,623
	Profit on sale of Fixed Assets	13,603,610	55,115,724
	Interest income	301,713	414,892
	Total	14,003,990	65,170,239

Note	Particulars	31st March, 2017	31st March, 2016
15	CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
	Opening Stock	624,489,889	622,309,889
	Less: Closing Stock	622,309,889	624,489,889
	Total	2,180,000	(2,180,000)

Note	Particulars	31st March, 2017	31st March, 2016
16	EMPLOYEE'S BENEFIT EXPENSES		
	Salaries and Wages	17,832,894	16,705,519
	Director's Remuneration	391,225	1,152,600
	Contribution to Provident and Other Funds	540,774	555,314
	Staff Welfare Expenses	702,396	1,074,598
	Total	19,467,289	19,488,031

Note	Particulars	31st March, 2017	31st March, 2016
17	FINANCE COST		
	Interest Expenses	4,004,177	1,760,862
	Total	4,004,177	1,760,862

Note	Particulars	31st March, 2017	31st March, 2016
18	OTHER EXPENSES		
	Advertisement and Publicity	61,309	93,388
	AGM / Board Meeting Expenses	12,620	28,252
	Audit Fees	172,500	171,750
	Bank Charges	171,998	353,521
	Books & Periodicals	-	1,720
	Business Promotion Expenses	69,743	109,052
	Commission	-	1,342,040
	Communication Expenses	1,048,628	1,140,773
	Conveyance Expenses	647,203	533,032
	Exchange Rate Fluctuation	30,237	6,819
	Freight & Cartage	-	150
	Insurance Premium	10,920	18,011
	Legal & Professional Charges	1,238,284	1,330,794
	Listing Fees	1,371,804	1,098,072
	Donation and Diwali Expenses	101,900	100,270
	Deferred Revenue Expenditure Written off (ROC Fees)	-	25,833,689
	Power, Fuel & Water Charges	819,404	1,080,225
	Printing & Stationery	181,663	158,697
	Rates & Taxes	10,036,031	15,058,415
	Rent Charges	2,278,336	2,921,136
	Repair & Maintenance Charges	532,146	409,792
	Security Service Charges	228,000	430,511
	Subscription & Membership Fees	3,128	-
	Short & Excess	158,285	28,897
	Server Rentals	-	610,066
	Travelling & Tour Expenses -Directors	-	198,192
	Travelling & Tour Expenses -Others	116,451	476,021
	Vehicle Running & Maintenance	215,459	180,581
	Total	19,506,049	53,713,864

Note 19 - Disclosure Under Accounting Standard 11- Transactions occurred in Foreign Currency

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Import/Export in Foreign Currency		
FOB Value of Export	2,064,345	668,765
Value of Imports	2,924,636	2,850,677
Expenditure in Foreign Currency		
Travelling and Conveyance	-	320,594
Profit and (Loss) Foreign Exchange Fluctuation		
Net Profit / (Loss) in Foreign Exchange Fluctuation	(30,237)	(6,819)

Note 20 - Disclosure under Accounting Standard 29 - Contingent Liabilities

- A. Dues of Income Tax
- A.Y. 2005-06 Rs. Nil (Rs. 1,104,827/-),
 - Rs. 1,245,589/- related to A.Y. 2006-07 (Rs. 1,245,589/-),
 - A.Y. 2008-09 Rs. Nil (Rs. 42,351,395/-),
 - In respect of A.Y. 2010-11 is 27,306,810/- (27,306,810/-)
 - In respect of A.Y. 2011-12 Incomet-tax demand of Rs. 445,798,390/- (445,798,390/-),
 - A.Y. 2012-13 Income Tax Demand of Rs. Nil (88,30,590/-)
- B. Interest on Cash Credit (NPA as per Bank) of Rs. 4,94,76,266/- (Rs. 2,13,78,631/-), which is under settlement with Bank .
- C. ROC fees of increase in authorised share capital Rs. 3,13,21,705/- (Rs. 27,421,105/-).
- D. Bank Gurantee Rs. 2,00,000.00 issued to Unique Identification Authority of India. (Rs. 2,00,000)
- E. Service Tax demand Rs. 35,53,123/- against this Rs. 10,00,000/- paid. (Rs. 25,53,123/-)

Note 21 - Payment to auditors

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Audit Fee for		
-Statutory Audit	172,500	171,750

Note 22 - Disclosure under Accounting Standard 17 - Segment Reporting

Particulars for the year ended 31st March, 2017

(Amount in Rs.)

Segment Information				
Particulars	Business Segments			Total
	IT Solutions & Products	IT Enabled Services	Telecommunication	
Revenue	59,168,449	11,237,741	1,793,942,471	1,864,348,660
	4,832,250	6,279,001	2,607,772,075	2,618,883,326
Inter-Segment Revenue	-	-	-	-
Total	59,168,449	11,237,741	1,793,942,471	1,864,348,660
	4,832,250	6,279,001	2,607,772,075	2,618,883,326
Segment Result	(1,509,470)	1,387,647	(11,521,422)	(11,643,245)
	(171,009)	(1,023,460)	(22,604,059)	(23,798,528)
Interest				4,004,177
				(1,760,862)
				(15,647,422)
				(25,559,390)
Unallocable Expenses (net)				12,630,801
				(40,475,338)
Operating Income				(28,278,223)
				(66,034,727)
Other Income (net)				14,003,990
				(65,170,239)
Prior Period Items				52,369
				-
Profit before tax				(14,799,602)
				(864,489)
Tax Expenses				(3,095,792)
				(3,310,839)
Net Profit for the year				(11,703,809)
				2,446,350

Note:

- Primary Segmentation has been done according to the nature of product & services. The Company's Operations predominantly relate to the following segments:
 - IT Solution & Products (including software)
 - IT Enabled Services
 - Telecommunication
- There is no Inter division or Inter Segment transfer of goods.
- Since Fixed Assets used in the company's business cannot be specifically identified with any of the reportable segment, as these are used inter changeably among segments, therefore segment wise disclosure on capital employed has not been furnished.
- The Company caters mainly to the Domestic market and the Export turnover is not significant in the context of the total turnover. As such there are no geographical segments

Note 23 - Specified bank Notes hold and transacted during the period from November 8, 2016 to December 31, 2016

Particulars	SBNS	Other Denomination Note	Total
Cash in Hand as on November 8, 2016	2,008,000	132,022	2,140,022
Add: Permitted Receipts	1,216,000	140,000	1,356,000
Less: Permitted Payments	3,208,500	133,971	3,342,471
Closing Cash in Hand as on December 31, 2016	15,500	138,051	153,551

Note 24 - RELATED PARTY DISCLOSURES

Description of Relationship	Names of Related Parties	Outstanding Balance As At 31st March, 2017
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) Mr. Vishal Anand (CEO & Director)# Mr. Rahul Meena (CEO)# Ms. Garima Singh (Company Seceretary) Mr. Sanjay Sharma (CFO)	(172,290,105) - - - -
Relatives of KMP		
Entities in which KMP/ Relatives of KMP can exercise significant influence	Omkam Global Capital Private Limited	(35,390,353)

Note:

1. Related Parties transactions during the year, have been identified by the management
2. Mr. Vishal Anand, Director & CEO, resigned w.e.f 13/02/2017
3. Mr. Rahul Meena appointed as CEO of the Company w.e.f. 13/02/2017

Particulars	Omkam Global Capital Private Limited	Mr. Vishal Anand	Mr. Rahul Meena	Ms. Garima Singh	Mr. Sanjay Sharma
Sale of Goods	-	-	-	-	-
Purchase of Goods	-	-	-	-	-
Advance from Customers & Other Advances	(35,390,353)	-	-	-	-
Advance given	-	-	-	-	-
Remuneration to Directors & KMPs	-	407,314	157,142	240,500	782,500
Share Application Money Received	-	-	-	-	-
Share Application Money Refunded	-	-	-	-	-

Note 25 - EARNINGS PER SHARE (EPS)

(Amount in Rs.)

Particulars	As at 31 March 2017	As at 31 March 2016
Basic		
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	(11,703,809)	2,446,350
Weighted Average number of equity shares used as denominator for calculating EPS	3,774,436,655	3,774,436,655
Basic Earnings per share	(0.003)	0.001
Face Value per equity share	1	1
Diluted		
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	(11,703,809)	2,446,350
Weighted Average number of equity shares used as denominator for calculating EPS	3,774,436,655	3,774,436,655
Basic Earnings per share	(0.0031)	0.001
Face Value per equity share	1	1

Note 26 - DEFERRED TAX

(Amount in Rs.)

Particulars	As at 31 March 2017	As at 31 March 2016
Depreciation as per Companies Act, 1956	10,684,012	11,623,377
Depreciation as per Income Tax Act, 1961	1,106,015	1,507,447
Timing Difference B/w Depreciation as per Companies Act and Income Tax Act	(9,577,997)	(10,115,930)
Provision for Employee Benefit	73,561	220,751
Total	(9,651,558)	(10,336,681)
Closing DTA transferred to Profit & Loss account	(3,095,792)	(3,310,839)
Opening DTL	133,059,907	136,370,746
Deferred Tax Liability / (Assets) (Net)	129,964,115	133,059,907

Note 27

Company had increased its authorised capital during the Financial Year 2010-11 to 2012-13, however, due to technical issues necessary forms along with the fees w.r.t. increase in Authorised Capital could not be filed and paid. Mean while the schedule of fees was increased as per the companies act, 2013. However, the authorised 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 Registration of Offices and Fees Rules 2014. Due to this reason Annual return form could not be filed.

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting & Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standard notified under the Companies (Accounting Standard) Rules, 2006 (As amended) and the relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

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. Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

D. Leased Assets

Operating Leases: Rentals are expensed with reference to lease terms and other considerations.

E. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion. The cost of intangible assets comprises its purchase price, including any imports duties and other taxes and any directly attributable expenditure on making the assets ready for its intended use and net of any trade discounts and rebates.

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. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term

Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

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 and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit and Loss account.

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 resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

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. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Independent Auditors' Report on Consolidated Financial Statements

To the Members

MPS Infotechnics Limited (Formerly Visesh Infotecnics Limited)

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of MPS Infotechnics Limited ("the Holding Company") and its associated, joint controlled entities and its subsidiaries (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (financial position), consolidated profit or loss (financial performance including other comprehensive income) and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Amendment Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of consolidated financial statements by the directors of the company, as aforesaid..

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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, and the consolidated cash flow statement 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated outside India, none of the Directors of the Group companies incorporated outside India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (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, 2017, 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 its consolidated financial position of the Group, its associates and jointly controlled entities – Refer Note 25 to the consolidated financial statements;
 - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated outside India
 - iv. The Company has provided requisite disclosures in Note 29 to these consolidated Ind AS financial statements as to the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on our enquiries, test check of the books of account and other details maintained by the Company and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company.

Other Matter

The consolidated financial statement include the Company's share of total assets Rs. 146,987,472/- And net loss of Rs. 333,504/- for the year ended March, 2017, as considered in the consolidated financial statement, in respect of Axis Convergence Inc, Greenwire Network Limited and Opentech Thai Network Specialities Company Limited, whose financial statement, other financial information have been furnished to us by the management,. Our opinion, in so far as it related amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the group.

For and on behalf of M/s. RMA & Associates
Chartered Accountants
Firm Reg. No.: 000978N

Pankaj Chander
Partner
M. No. 533944

Place: - New Delhi
Date : 30th May, 2017

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) 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 2017, we have audited the internal financial controls over financial reporting of MPS Infotechncs Limited ("the Holding Company") and its subsidiary companies which are companies incorporated outside India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated outside India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI 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 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 over financial reporting 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 over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated outside India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For and on behalf of M/s. RMA & Associates

Chartered Accountants

Firm Reg. No.: 000978N

Pankaj Chander

Partner

M. No. 533944

Place: - New Delhi

Date : 30th May, 2017

Consolidated Balance Sheet as at 31st March, 2017

(Amount in Rs.)

Particulars		Note No.	As at 31.03.2017	As at 31.03.2016
1		2	3	4
I. EQUITY AND LIABILITIES				
1	Shareholders' Funds			
	(a) Share Capital	1 (a)	3,774,436,655	3,774,436,655
	(b) Reserves and Surplus	2	674,832,821	688,810,939
2	Non-Current Liabilities			
	(a) Long-Term Borrowings	3(a)	15,321,000	16,307,506
	(b) Deferred Tax Liabilities		129,964,115	133,059,907
3	Current Liabilities			
	(a) Short Term Borrowings	3(b)	220,590,619	249,732,261
	(b) Trade Payables		149,266,564	138,919,846
	(c) Other Current Liabilities	4	276,980,019	262,802,526
	(d) Short-Term Provisions	5	41,883,417	38,426,396
	Total		5,283,275,209	5,302,496,035
II. ASSETS				
1	(a) Fixed Assets			
	(i) Tangible Assets	6	4,567,987	9,930,825
	(ii) Intangible Assets		55,339,022	64,839,022
	(iii) Capital Work-in-Progress		826,014,755	826,014,755
	(b) Goodwill		616,910,728	616,910,728
	(c) Non-Current Investments	7	48,709	48,709
	(d) Long-Term Loans and Advances	8	2,245,914,462	2,238,171,600
	(e) Other Non Current Assets		749,861	749,861
2	Current Assets			
	(a) Inventories	9	622,309,889	624,489,889
	(b) Trade Receivables	10	513,603,478	517,832,178
	(c) Cash and Bank Balances	11 (a)	351,512,131	352,878,171
	(d) Short Term Loans & Advances	11 (b)	37,799,148	42,380,931
	(e) Other Current Assets	12	8,505,036	8,249,367
	Total		5,283,275,209	5,302,496,035
	Notes on Financial Statements	1 to 28		
	Significant Accounting Policies	29		

As per our Audit Report of even date

For RMA & Associates

Chartered Accountants
FRN No. : 000978N/N500062

Pankaj Chander
Partner
M.No. : 089065

Place : New Delhi
Date : 30.05.2017

For and on behalf of the Board of Directors

Peeyush Aggarwal
Chairman
DIN: 00090423

Rahul Meena
CEO

Garima Singh
Company Secretary

Sanjay Sharma
Chief Financial Officer

Consolidated Statement of Profit & Loss for the year ended 31st March, 2017

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
INCOME :			
I. Revenue from Operations	13	2,032,814,840	3,007,760,163
II. Other Income	14	14,548,352	68,315,977
III. Total Revenue (I + II)		2,047,363,192	3,076,076,140
IV. EXPENDITURE :			
Purchases of Stock-in-Trade & Services		2,003,279,963	2,986,335,331
Changes in Inventories	15	2,180,000	(2,180,000)
Employee's Benefit Expenses	16	19,467,289	19,488,031
Finance Costs	17	4,004,177	1,760,862
Depreciation and Amortization Expenses		10,684,012	11,623,377
Other Expenses	18	22,355,487	62,093,302
Total Expenses		2,061,970,928	3,079,120,902
V. Profit before Exceptional, Extraordinary, Prior Period Items and Tax (III-IV)		(14,607,735)	(3,044,762)
VI. Exceptional Items		-	-
VII. Profit/(Loss) before Extraordinary, Prior Period Items and Tax (V - VI)		(14,607,735)	(3,044,762)
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before Prior Period Items and Tax (VII - VIII)		(14,607,735)	(3,044,762)
X. Prior Period Items		525,369	-
XI. Profit/(Loss) before Tax (IX - X)		(15,133,104)	(3,044,762)
XII. Tax Expenses			
(1) Current Tax		-	17,276
(2) Deferred tax		(3,095,792)	(3,310,839)
XIII. Profit/(Loss) for the year		(12,037,312)	248,802
XIV. Earnings per equity share of face value of Re. 1/- each			
(1) Basic		0.0001	0.0001
(2) Diluted		0.0001	0.0001
Notes on Financial Statements	1 to 28		
Significant Accounting Policies	29		

As per our Audit Report of even date

For RMA & Associates
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Pankaj Chander
Partner
M.No. : 089065

Place : New Delhi
Date : 30.05.2017

For and on behalf of the Board of Directors

Peeyush Aggarwal
Chairman
DIN: 00090423

Rahul Meena
CEO

Garima Singh
Company Secretary

Sanjay Sharma
Chief Financial Officer

Consolidated Cash Flow Statement for the year ended 31st March, 2017

(Amount in Rs.)

Particulars	As At 31/03/2017	As At 31/03/2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(15,133,104)	(3,044,762)
Adjustment for :		
Depreciation & Amortisation	10,684,012	11,623,377
Misc. Expenses Written off	-	25,833,689
Leave Encashment	12,092	1,298
Gratuity	61,469	(883,527)
Provision for Income Tax & Interest on Income Tax A.Y. 2013-14	2,914,029	7,706,627
Provision for Expenses	469,431	-
Interest & Other Costs	4,004,177	1,760,862
Prior Period	525,369	-
Interest Received	(301,713)	(414,892)
(Profit) / Loss on sale of Fixed Assets	(13,603,610)	(55,115,724)
Operating Profit Before Working Capital Changes	(10,367,847)	(12,533,052)
(Increase)/Decrease in Current Assets	10,734,815	(16,146,648)
Increase/(Decrease) in Current Liabilities	(4,617,432)	1,459,819
Net Cash from Operating Activities (A)	(4,250,463)	(27,219,881)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(262,233)	(354,903)
Sale of Fixed Assets	18,336,500	61,660,000
Change in Capital WIP	-	-
Interest Received	301,713	414,892
Long term Loans & Advances	(7,742,862)	2,985,656
Net Cash Outflow in Investing Activities (B)	10,633,118	64,705,646
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	-	-
Share Application Money Received	-	-
Increase / (Decrease) in Long Term Borrowings	(986,506)	(45,323,679)
Interest Paid	(4,004,177)	(1,760,862)
Net Cash inflow from Financing Activities (C)	(4,990,683)	(47,084,541)
Foreign Currency Translation Reserve	(1,940,806)	4,056,252
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	(1,366,041)	(5,542,522)
Cash and Cash Equivalent as at 01/04/2016	352,878,171	358,420,692
Cash and Cash Equivalent as at 31/03/2017	351,512,131	352,878,171

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 Debited the account by same amount, the matter is in court of Law.

As per our Audit Report of even date

For RMA & Associates
Chartered Accountants
Firm Reg. No.: 000978N/N500062

Pankaj Chander
Partner
M.No. : 089065

Place : New Delhi
Date : 30.05.2017

For and on behalf of the Board of Directors

Peeyush Aggarwal
Chairman
DIN: 00090423

Rahul Meena
CEO

Garima Singh
Company Secretary

Sanjay Sharma
Chief Financial Officer

Notes on Financial Statements for the Year ended 31st March, 2017

(Amount in Rs.)

Note No	Particulars	As at 31.03.2017	As at 31.03.2016
1	2	3	4
1	SHARE CAPITAL		
	Equity Share Capital		
	Authorised Share Capital :	3,775,000,000	3,775,000,000
	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 :		
	(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)	3,774,436,655	3,774,436,655
	Total	3,774,436,655	3,774,436,655

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 the authorized capital during the Financial Year 2010-11 to 2012-13, however due to technical issues necessary forms along with the fees w.r.t. increase in Authorised Capital, could not be filed and paid. Measnwhile the schedule of fees was increased as per the companies act, 2013. However, the authorised 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 Registration of Offices and Fees Rules 2014.

The Details of Shareholders holding more than 5 % shares :

Name of the Shareholder	31st March, 2017		31st March, 2016	
	No. of Shares	% held	No. of Shares	% held
Mr. Peeyush Aggarwal	786,750,193	20.844	786,750,193	20.844
Omkam Capital Markets Pvt. Ltd.	341,000,000	9.034	341,000,000	9.034
Omkam Global Capital Pvt. Ltd	299,200,000	7.927	299,200,000	7.927
Omkam Securities Markets Pvt. Ltd.	242,000,000	6.412	242,000,000	6.412

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

Particulars	31st March, 2017 No. of Shares	31st March, 2016 No. of Shares
Equity Shares at the beginning of the year	3,774,436,655	3,774,436,655
Equity Shares at the end of the year	3,774,436,655	3,774,436,655

Note	Particulars	31st March, 2017	31st March, 2016
2	Reserves and Surplus		
	Capital Reserve	51,457,116	51,457,116
	Securities Premium Reserve	899,102,506	899,102,506
	General Reserve	54,570,009	54,570,009
	Foreign Currency Translation Reserve	36,846,206	38,787,012
	(Less):-	-	-
	Deficit in earlier year	(355,105,704)	(355,354,506)
	Deficit during the year	(12,037,312)	248,802
	Total	674,832,821	688,810,939
3a	LONG TERM BORROWINGS		
	Secured		
	Loans from Other Banks & Institution	15,321,000	16,307,506
	Total	15,321,000	16,307,506
3b	SHORT TERM BORROWING		
	Secured		
	Working Capital Loan from Allahabad Bank	42,934,578	88,774,896
	Unsecured		
	Others	177,656,041	160,957,365
	Total	220,590,619	249,732,261

Notes :

- Working Capital Loans from Allahabad Bank and Loans from Phoenix ARC Pvt. Ltd. are secured by way of charge on movable and immovable properties of the Company.
 - Company has entered into an OTS for a sum of Rs. 11,86,50,000.00 with Allahabad Bank as on 14.01.2016.
 - Other Unsecured loans included a sum of Rs. 172,290,105/- from directors.

Note	Particulars	31st March, 2017	31st March, 2016
4	OTHER CURRENT LIABILITIES		
	Advance from customers	222,016,962	209,000,454
	Other Payables	54,963,057	53,802,072
	Total	276,980,019	262,802,526

Notes:-

- Other payable includes Rs.4.40 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.
- Trade Payables are subject to balance confirmation.

Note	Particulars	31st March, 2017	31st March, 2016
5	SHORT TERM PROVISIONS		
	Provision for Income Tax	24,899,527	25,222,436
	Provision for Interest on Income Tax A.Y. 2013-14	13,209,198	9,972,260
	Provisions for Employees Benefits - Leave Encashment	1,616,021	1,603,929
	Provisions for Employees Benefits - Gratuity	1,689,240	1,627,771
	Provisions for Expences	469,431	-
	Total	41,883,417	38,426,396

Note:-

Income tax Liability against Provision for Income Tax in respect of Assessment Year 2013-14, including provision of interest thereon, 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.

Schedule of Depreciation as per Schedule II of Companies Act, 2013

Note 6 - Fixed Assets

Description	Gross Block				Depreciation / Amortization				Net Block	
	As At 01.04.2016	Additions / Adjust- ments	Deduc- tions / Adjust- ments	As At 31.03.2017	As At 01.04.2016	For the Year	Write off through reserve	Deduc- tions / Adjust- ments	As At 31.03.2017	As At 31.03.2016
A. TANGIBLE ASSETS :										
Building	9,786,806	-	5,886,806	3,900,000	2,156,626	110,083		1,445,748	3,079,040	7,630,180
Plant & Machinery										
- Computers and Peripherals	34,226,134	100,749	-	34,326,883	33,809,186	207,284	-	-	310,413	416,948
- Office Equipments	14,144,931	161,484	-	14,306,415	13,724,813	218,461	-	-	363,141	420,118
Vehicles	5,206,584	-	-	5,206,584	4,593,125	272,329	-	-	341,130	613,459
Furniture & Fixtures	15,539,164	-	-	15,539,164	14,689,045	375,856	-	-	474,263	850,119
Sub Total (A)	78,903,619	262,233	5,886,806	73,279,046	68,972,795	1,184,012	-	1,445,748	4,567,987	9,930,825
B. INTANGIBLE ASSETS :										
Goodwill	2,800,000	-	-	2,800,000	2,800,000	-	-	-	-	-
Software	95,000,000	-	-	95,000,000	30,160,978	9,500,000	-	-	55,339,022	64,839,022
Sub Total (B)	97,800,000	-	-	97,800,000	32,960,978	9,500,000	-	-	55,339,022	64,839,022
Total (A+B)	176,703,619	262,233	5,886,806	171,079,046	101,933,773	10,684,012	-	1,445,748	59,907,011	74,769,847
Capital Work-in-Progress (in- cluding Advances on Capital Account)	826,014,755	-	-	826,014,755	-	-	-	-	826,014,755	826,014,755
Grand Total	1,002,718,374	262,233	5,886,806	997,093,801	101,933,773	10,684,012	-	1,445,748	885,921,764	900,784,602

Note :

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 IPR. 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.

Note	Particulars	31st March, 2017	31st March, 2016
7	NON-CURRENT INVESTMENTS		
	In Equity Shares of Subsidiaries Companies		
	Axis Convergence Inc -20000 Equity Share (20000E.S.)	-	-
	Greenwire Network Ltd.-20000Equity Share(20000 E.S.)	-	-
	Opentec Thai Network Specialists Co. Limited-129995 Equity Shares (129995 E.S.)	-	-
	Others		
	Veom Infotech Pvt. Ltd.- 4500 Equity shares (4500E.S.)	45,000	45,000
	Investment of Subsidiary Companies	3,709	3,709
	Total	48,709	48,709

Note	Particulars	31st March, 2017	31st March, 2016
8	LONG-TERM LOANS & ADVANCES		
	Advances with Tax Authorities	15,462,226	14,386,286
	Other Loans and Advances	2,230,452,237	2,223,785,314
	Total	2,245,914,462	2,238,171,600

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 as included in Other Loans & Advances.

Note	Particulars	31st March, 2017	31st March, 2016
9	INVENTORIES		
	Stock-in-Trade	622,309,889	624,489,889
	Total	622,309,889	624,489,889

Note	Name of the Shareholder	31st March, 2017	31st March, 2016
10	TRADE RECEIVABLES		
	(Unsecured & Considered Good)		
	Over Six Months	356,332,337	358,762,844
	Others	157,271,140	159,069,334
	Total	513,603,478	517,832,178

Notes :- Trade Receivables subject to balance confirmation.

Note	Particulars	31st March, 2017	31st March, 2016
11a	CASH AND BANK BALANCES		
	Balances with Banks	793,471	1,987,130
	Cash in hand	81,497	253,878
	Fixed Deposits with Banks	2,745,000	2,745,000
	Balances with Foreign Bank - Banco Efisa	347,892,163	347,892,163
	Total	351,512,131	352,878,171

Note:

1. 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. A criminal complaint against the conniving accused for siphoning off the above said amount had been filed and the matter is presently under investigation.

2. Bank guarantee issued to Unique Identification Authority of India Rs. 200,000.

Note	Particulars	31st March, 2017	31st March, 2016
11b	SHORT TERM LOANS & ADVANCES		
	Advances to Staff	236,816	47,480
	Advance to Suppliers	36,913,211	40,983,157
	Advance with Income Tax Authorities	649,120	1,350,295
	Total	37,799,148	42,380,932

Notes :

Other Loans & Advances, Advance to suppliers are subject to balance confirmation.

Note	Particulars	31st March, 2017	31st March, 2016
12	OTHER CURRENT ASSETS		
	Security Deposits	1,449,913	1,924,525
	Prepaid Expenses	4,674,714	4,175,656
	Interest accrued but not due	1,751,943	1,520,720
	Other Current Assets	628,466	628,466
	Total	8,505,036	8,249,366

Note	Particulars	31st March, 2017	31st March, 2016
13	REVENUE FROM OPERATIONS		
	Sale of Products & Services	2,032,814,840	3,007,760,163
	Total	2,032,814,840	3,007,760,163

Note	Particulars	31st March, 2017	31st March, 2016
14	OTHER INCOME		
	Miscellaneous Income	643,029	12,785,361
	Profit on sale of Fixed Assets	13,603,610	55,115,724
	Interest income	301,713	414,892
	Total	14,548,352	68,315,977

Note	Particulars	31st March, 2017	31st March, 2016
15	CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
	Opening Stock	624,489,889	622,309,889
	Less: Closing Stock	622,309,889	624,489,889
	Total	2,180,000	(2,180,000)

Note	Particulars	31st March, 2017	31st March, 2016
16	EMPLOYEE's BENEFIT EXPENSES		
	Salaries and Wages	17,832,894	16,705,519
	Director's Remuneration	391,225	1,152,600
	Contribution to Provident and Other Funds	540,774	555,314
	Staff Welfare Expenses	702,396	1,074,598
	Total	19,467,289	19,488,030

Note	Particulars	31st March, 2017	31st March, 2016
17	FINANCE COST		
	Interest Expenses	4,004,177	1,760,862
	Total	4,004,177	1,760,862

Note	Particulars	31st March, 2017	31st March, 2016
18	OTHER EXPENSES		
	Advertisement and Publicity	61,309	93,388
	AGM / Board Meeting Expenses	12,620	28,252
	Audit Fees	434,843	532,731
	Bank Charges	199,740	839,144
	Books & Periodicals	-	1,720
	Business Promotion Expenses	69,743	141,280
	Commission	-	1,342,040
	Communication Expenses	1,048,628	1,140,773
	Conveyance Expenses	647,203	533,032
	Exchange Rate Fluctuation	30,631	6,819
	Freight & Cartage	-	150
	Insurance Premium	10,920	18,011
	Legal & Professional Charges	1,749,853	2,208,406
	Listing Fees	1,371,804	1,098,072
	Donation and Diwali Expenses	101,900	100,270
	Deferred Revenue Expenditure Written off (ROC Fees)	-	25,833,689
	Power, Fuel & Water Charges	819,404	1,080,225
	Printing & Stationery	181,663	158,697
	Rates & Taxes	10,036,031	15,058,415
	Rent Charges	2,278,336	2,921,136
	Repair & Maintenance Charges	532,146	409,792
	Security Service Charges	228,000	430,511
	Subscription & Membership Fees	3,128	-
	Short & Excess	-	28,897
	Server Rentals	-	7,233,059
	Travelling & Tour Expenses -Directors	-	198,192
	Travelling & Tour Expenses -Others	116,451	476,021
	Vehicle Running & Maintenance	215,459	180,581
	Miscellaneous Expenses	-	-
	Total	20,149,812	62,093,302

Note 19 - Disclosure Under Accounting Standard 11- Transactions occurred in Foreign Currency

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Import/Export in Foreign Currency		
FOB Value of Export	2,064,345	668,765
Value of Imports	2,924,636	2,850,677
Expenditure in Foreign Currency		
Travelling and Conveyance	-	320,594
Profit and (Loss) Foreign Exchange Fluctuation		
Net Profit / (Loss) in Foreign Exchange Fluctuation	(30,237)	(6,819)

Note 20 - Disclosure under Accounting Standard 29 - Contingent Liabilities

- A. Dues of Income Tax
- A.Y. 2005-06 Rs. Nil (Rs. 1,104,827/-),
 - Rs. 1,245,589/- related to A.Y. 2006-07 (Rs. 1,245,589/-),
 - A.Y. 2008-09 Rs. Nil (Rs. 42,351,395/-),
 - In respect of A.Y. 2010-11 is 27,306,810/- (27,306,810/-)
 - In respect of A.Y. 2011-12 Incomet-tax demand of Rs. 445,798,390/- (445,798,390/-),
 - A.Y. 2012-13 Income Tax Demand of Rs. Nil (88,30,590/-)
- B. Interest on Cash Credit (NPA as per Bank) of Rs. 4,94,76,266/- (Rs. 2,13,78,631/-), which is under settlement with Bank .
- C. ROC fees of increase in authorised share capital Rs. 3,13,21,705/- (Rs. 27,421,105/-).
- D. Bank Gurantee Rs. 2,00,000.00 issued to Unique Identification Authority of India. (Rs. 2,00,000)
- E. Service Tax demand Rs. 35,53,123/- against this Rs. 10,00,000/- paid. (Rs. 25,53,123/-)

Note 21 - Payment to auditors

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Audit Fee for		
-Statutory Audit	434,843	532,731

Note 22 - Disclosure under Accounting Standard 17 - Segment Reporting

Particulars for the year ended 31st March, 2017

(Amount in Rs.)

Segment Information				
Particulars	Business Segments			Total
	IT Solutions & Products	IT Enabled Services	Telecommunication	
Revenue	59,168,449	11,237,741	1,962,408,651	2,032,814,840
	4,832,250	6,279,001	2,996,648,912	3,007,760,163
Inter-Segment Revenue	-	-	-	-
Total	59,168,449	11,237,741	1,962,408,651	2,032,814,840
	4,832,250	6,279,001	2,996,648,912	3,007,760,163
Segment Result	(1,509,470)	1387647	(12,399,285)	(12,521,108)
	(171,009)	(1,023,460)	(25,532,669)	(26,727,138)
Interest				4,004,177
				(1,760,862)
				(16,525,285)
				(28,488,000)
Unallocable Expenses (net)				12,630,801
				(42,872,739)
Operating Income				(29,156,086)
				(71,360,739)
Other Income (net)				14,548,352
				(68,315,977)
Extraordinary, Prior Period Items				525,369
				-
Profit before tax				(15,133,103)
				(3,044,762)
Tax Expenses				(3,095,792)
				(3,293,563)
Net Profit for the year				(12,037,311)
				248,802

Note:

- Primary Segmentation has been done according to the nature of product & services. The Company's Operations predominantly relate to the following segments:
 - IT Solution & Products (including software)
 - IT Enabled Services
 - Telecommunication
- There is no Inter division or Inter Segment transfer of goods.
- Since Fixed Assets used in the company's business cannot be specifically identified with any of the reportable segment, as these are used inter changeably among segments, therefore segment wise disclosure on capital employed has not been furnished.
- The Company caters mainly to the Domestic market and the Export turnover is not significant in the context of the total turnover. As such there are no geographical segments

Note 23 - Specified bank Notes hold and traansacted during the period from November 8, 2016 to December 31, 2016

Particulars	SBNS	Other Denomination Note	Total
Cash in Hand as on November 8, 2016	2,008,000	132,022	2,140,022
Add: Permitted Receipts	1,216,000	140,000	1,356,000
Less: Permitted Payments	3,208,500	133,971	3,342,471
Closing Cash in Hand as on December 31, 2016	15,500	138,051	153,551

Note 24 - RELATED PARTY DISLOSURES

Description of Relationship	Names of Related Parties	Outstanding Balance As At 31st March, 2017
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) Mr. Vishal Anand (CEO & Director)# Mr. Rahul Meena (CEO)# Ms. Garima Singh (Company Seceretary) Mr. Sanjay Sharma (CFO)	(172,290,105) - - - -
Relatives of KMP		
Entities in which KMP/ Relatives of KMP can exercise significant influence	Omkam Global Capital Private Limited	(35,390,353)

Note:

1. Related Parties transactions during the year, have been identified by the management
2. Mr. Vishal Anand, Director & CEO, resigned w.e.f 13/02/2017
3. Mr. Rahul Meena appointed as CEO of the Company w.e.f. 13/02/2017

Particulars	Omkam Global Capital Private Limited	Mr. Vishal Anand	Mr. Rahul Meena	Ms. Garima Singh	Mr. Sanjay Sharma
Sale of Goods	-	-	-	-	-
Purchase of Goods	-	-	-	-	-
Advance from Customers & Other Advances	(35,390,353)	-	-	-	-
Advance given	-	-	-	-	-
Remuneration to Directors & KMPs	-	407,314	157,142	240,500	782,500
Share Application Money Received	-	-	-	-	-
Share Application Money Refunded	-	-	-	-	-

Note 25 - Disclosure Under Accounting Standard 11- Transactions occurred in Foreign Currency

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Basic		
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	(12,037,312)	248,802
Weighted Average number of equity shares used as denominator for calculating EPS	3,774,436,655	3,774,436,655
Basic Earnings per share	(0.003)	0.0001
Face Value per equity share	1	1
Diluted		
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders	(12,037,312)	248,802
Weighted Average number of equity shares used as denominator for calculating EPS	3,774,436,655	3,774,436,655
Basic Earnings per share	(0.003)	0.0001
Face Value per equity share	1	1

Note 26 - DEFERRED TAX

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Depreciation as per Companies Act, 1956	10,684,012	11,623,377
Depreciation as per Income Tax Act, 1961	1,106,015	1,507,447
Timing Difference B/w Depreciation as per Companies Act and Income Tax Act	(9,577,997)	(10,115,930)
Provision for Employee Benefit	73,561	220,751
Total	(9,651,558)	(10,336,681)
Closing DTA transferred to Profit & Loss account	(3,095,792)	(3,310,839)
Opening DTL	133,059,907	136,370,746
Deferred Tax Liability / (Assets) (Net)	129,964,115	133,059,907

Note 27

Company had increased its authorised capital during the Financial Year 2010-11 to 2012-13, however, due to technical issues necessary forms along with the fees w.r.t. increase in Authorised Capital could not be filed and paid. Mean while the schedule of fees was increased as per the companies act, 2013. However, the authorised 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 Registration of Offices and Fees Rules 2014. Due to this reason Annual return form could not be filed.

Note 28 - Subsidiaries

Name of the Company	Country of Incorporation	Proportion % of Equity interestof		Financial Period
		As at 31st March 2017	As at 31st March 2016	
Axis Convergence Inc	Mauritus	100	100	31st march
Greenwire Network Limited	Hongkong	100	100	31st march
Opentech Thai Network Specialities Company Limited	Thailand	99.996	99.996	31st December

There is no acquisition or disposal of subsidiaries of the financial position at the reporting date.

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting & Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standard notified under the Companies (Accounting Standard) Rules, 2006 (As amended) and the relevant provisions of the Companies Act, 1956. The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

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. Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

D. Leased Assets

Operating Leases: Rentals are expensed with reference to lease terms and other considerations.

E. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion. The cost of intangible assets comprises its purchase price, including any imports duties and other taxes and any directly attributable expenditure on making the assets ready for its intended use and net of any trade discounts and rebates.

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. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term

Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

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 and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit and Loss account.

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 resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

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. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

**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]**

**MPS INFOTECNICS IIMITED
(Formerly – Visesh Infotecnic Limited)**

(CIN : L30007DL1989PLC131190)
Registered Office: 703, ARUNACHAL BUILDING, 19 BARAKHAMBHA ROAD,
CONNAUGHT PLACE, NEW DELHI – 110001
Email: info@viseshinfo.com; gsingh@viseshinfo.com
Website: www.viseshinfo.com

Name of the member(s):

Registered Address:

E-mail Id: Folio / DP ID-Client ID No:

I/We being the member(s) holding shares of the above named Company appoint:

Name: Address E-mail Id Signature or failing him/her	Name: Address E-mail Id Signature or failing him/her	Name: Address E-mail Id Signature or failing him/her
---	---	---

As my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2017 at 11:30 a.m. Registered office of the company at 703, Arunachal Building, 19, Barakhamba Road, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed	Optional*	
		For	Against
	ORDINARY BUSINESSES		
1.	To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2017 and the audited Profit & loss Account for the year ended on that date, along with Consolidated financial accounts and the Reports of the Auditors' and Directors thereon		
2.	To consider and appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN:00090423), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of Statutory Auditors		
	SPECIAL BUSINESS		
4.	Approval of Contract / Arrangement for material Related Party Transaction.		

Signed this.....day of.....2017

Signature of Shareholder..... Signature of Proxy Holder(s).....

Note:

- 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.
- For the text of the Resolutions, Explanatory Statements & Notes, please refer to the Notice convening the 28th Annual General Meeting dated 29th August 2017.
- It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
- Please complete all details including details of member(s) in above box before submission

MPS INFOTECNICS LIMITED (Formerly – Visesh Infotecnic Limited)

Registered Office: 703, ARUNACHAL BUILDING, 19 BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI – 110001

ATTENDANCE SLIP: 28th Annual General Meeting

To be handed over at the entrance of the meeting venue.

I/we hereby record my/our presence at the Twenty-Eight Annual General Meeting of the Company at 703, Arunachal Building, 19, Barakhamba Road, New Delhi 110001 on Friday, the 29th September, 2017 at 11:30 a.m.

No. of shares held:

Member's Folio/DP ID-Client ID No.

Member's/Proxy's name

Member's/Proxy's Signature

