

Date: 26.08.2024

The Manager,  
Listing Department,  
National Stock Exchange of India Ltd,  
Exchange Plaza, Plot No. – C – 1, G Block,  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400051

**NSE CODE: MICROPRO**

**Subject: Submission of Notice of 28<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2023-24.**

Dear Sir/Madam,

Pursuant to Regulation 34( 1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Annual Report of the Company for the Financial Year 2023-24 along with Notice of 28th Annual General Meeting ("AGM")

Kindly note that the 28th Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, 20<sup>th</sup> September, 2024 at 12:30 P.M. (IST) through Video Conference("VC")/Other Audio Visual Means ("OAVM") only, in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and Listing Regulations, read with General Circulars dated 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 05<sup>th</sup> May 2020 and 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and SEBI Circular dated 05<sup>th</sup> January, 2023 ('SEBI Circulars') which have permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue.

Notice along with Annual Report for the FY 2023-24 will be sent through e-mail only, to those Members/Beneficiaries whose name appears in the register of Members/record of Depositories as on the Cut-off Date i.e. Friday, 23<sup>rd</sup> August, 2024 and whose e-mail addresses are registered with Company/Depository Participant(s)/Depositories/the Registrar& Transfer agents of the Company i.e. "Purva Sharegistry India Private Limited.

The Company has appointed National Securities Depository Limited ("NSDL") for facilitating e-voting to enable Members to cast their votes electronically.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	16 <sup>th</sup> September,2024 : At 9.00 A.M.
End of e-Voting	19 <sup>th</sup> September,2024 : At 5.00 P.M.

During this Period Members of the Company holding Equity Shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 13<sup>th</sup> September, 2024 may cast their votes electronically. E-voting shall not be allowed after 5:00 P.M. on Thursday, 19<sup>th</sup> September, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. The Results of the Postal Ballot/E-Voting will be declared within 2 (Two) working days from the conclusion of the Annual General Meeting. The results declared along with Scrutinizers Report shall be placed on the website of the Company at [www.microproindia.com/investor-relations/](http://www.microproindia.com/investor-relations/) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and communicated to National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com).

The Notice of AGM along with the Annual Report for the financial year 2023-24 is also being made available on the website of the Company at: [www.microproindia.com/investor-relations/](http://www.microproindia.com/investor-relations/).

You are requested to kindly take the same on records

Thanking you.  
Yours Faithfully

**For MICROPRO SOFTWARE SOLUTIONS LIMITED**

**SULABH SINGH PARIHAR**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**M. NO. A46803**

# ANNUAL REPORT

2023-24



# CONTENT

At A Glance:	01-03
Company Information:	04
Our Values & Mission:	05
Profiles of the Board of Directors:	06-07
Our Expertise:	08-09
Our Product and Services:	10-16
A Our e-Governance Solutions:	17
Our Achievements:	18
Chairman And Managing Director's Statement:	19
Board's Report	20-49
Management's Discussion and Analysis Report	50-57
Auditors Report & Financial Statements	58-102
Notice	103-114



# At A Glance

01

## MICROPRO - AT A GLANCE:



Micropro has over a three decade's track record of successful development and implementing IT projects for medium and large companies and has a best techno expert team of more than 150 IT professionals. We have added value to digital ecosystems via agile solutions and reliable on-time deployments. With the capacity to manage large-scale projects, we also pride ourselves on maintaining a boutique firm's loyalty and personalized attention. We have a client base of around 4000 customers with strong presence in India, UAE and Africa.

We believe in building tomorrow's innovations today. We have designed – developed & standardized major software solutions for various industry verticals and customized Software Solutions for various Government departments at the Central State Govt., PSU's & Corporate Customer. As an efficient solutions provider, we approach the client with innovation that impact the business bottom line through a sharp understanding of the business domain that organization operates in. At Micropro, we leverage the combined expertise of our domain experts and technology specialists to deliver solutions in a manner that produces desired output for our customers.

At Micropro, we believe in collaboration and partnership to drive innovation and deliver exceptional results to our clients. We value the relationships we have built with our partners. Together, we strive to create mutually beneficial partnerships that foster growth and provide cutting-edge solutions.



**Micropro**

Software Solutions Limited



- Established in 1988
- End-to-End IT Solution Provider
- 30+ years of Industry experience



- Certification
  - ISO 9001: 2015
- Technology Certified Resource pool



- Head quartered in India
- Presence in:
  - India
  - Middle East
  - Southeastern Africa

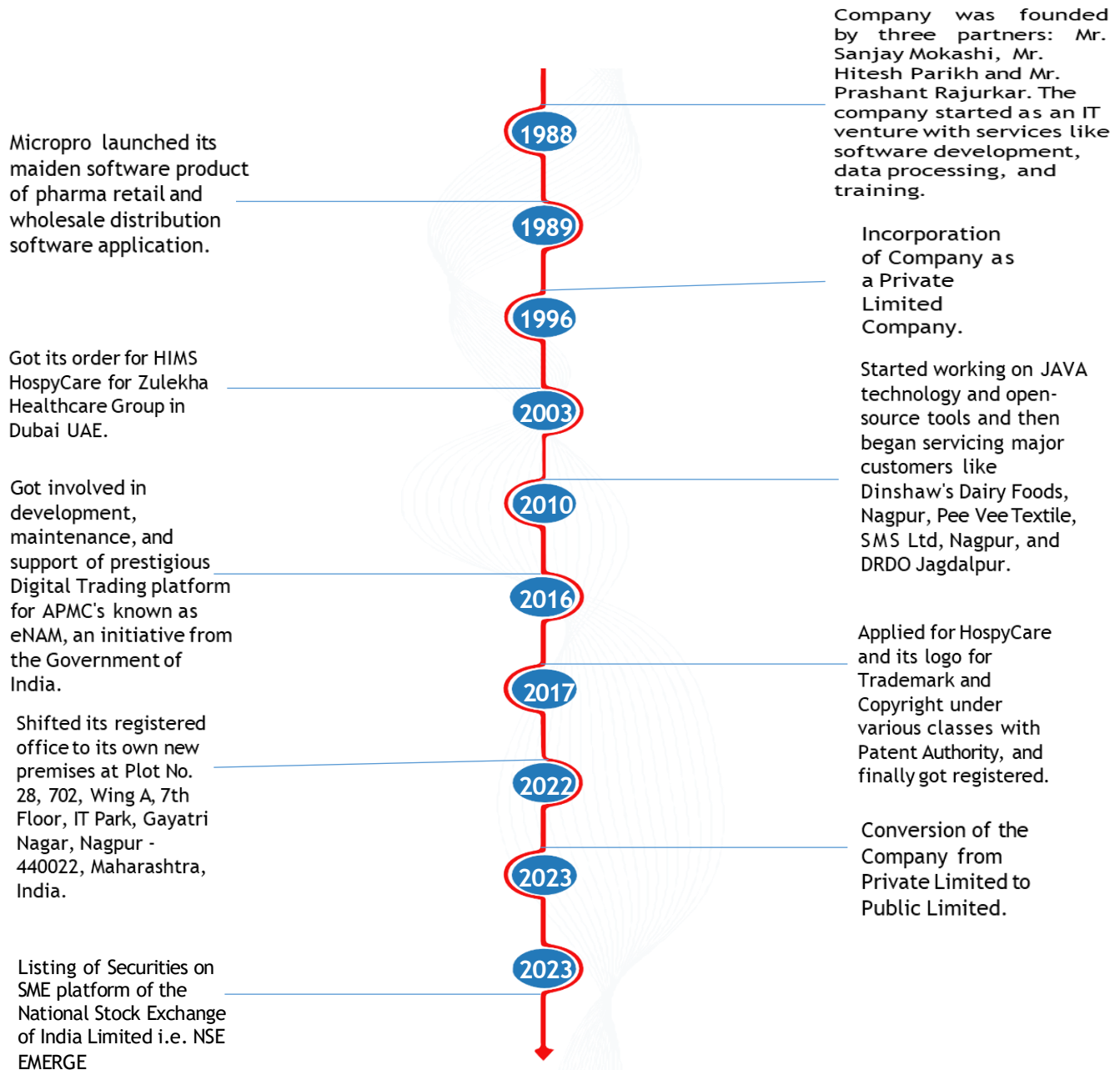


- Domain Solution Experts in:
  - Healthcare
  - E-Governance
  - Academics
  - Pharma
  - Logistics
- Expertise in IT Infra Management services



- Handling Turnkey IT Projects
- Systematic Driven based Approach
- Need based SLA for clients
- Experienced offshore Back-up team

## OUR JOURNEY:





# Company Information

02

## COMPANY INFORMATION:

### MICROPRO SOFTWARE SOLUTIONS LIMITED

CIN: L72200MH1996PLC102385 | ISIN: INE0PZK01014

### Board of Directors:

Mr. Sanjay Mokashi  
Managing Director  
DIN: 01568141

Mr. Parag Sham Deshpande  
Non-Executive, Independent Director  
DIN: 10195204

Mr. Meher Pophali  
Whole-time Director  
DIN: 01568099

Mr. Sandeep Kunjbihari Agarwal  
Non-Executive, Independent Director  
DIN: 10190189

Mr. Manish Peshkar  
Whole-time Director  
DIN: 01568162

Ms. Anuja Subhash Bissa  
Non-Executive, Independent Director  
DIN: 08284537

### Board Committees:

#### Audit Committee:

Mr. Sandeep Agarwal - Chairman  
Mr. Parag Deshpande - Member  
Mr. Sanjay Mokashi - Member

#### Stakeholders Relationship Committee:

Mr. Sandeep Agarwal - Chairman  
Mr. Meher Pophali - Member  
Mr. Sanjay Mokashi - Member

#### Nomination and Remuneration Committee:

Mr. Sandeep Agarwal - Chairman  
Mr. Parag Deshpande - Member  
Mr. Sanjay Mokashi - Member

#### Corporate Social Responsibility Committee:

Mr. Sanjay Mokashi - Chairman  
Mr. Meher Pophali - Member  
Ms. Anuja Subhash Bissa - Member

## Chief Financial Officer & Company Secretary

Mr. Sunil Nilkanth Chaudhari  
Chief Financial Officer

Mr. Sulabh Singh Parihar  
Company Secretary & Compliance Officer

## Auditors

#### **Statutory Auditor**

Banthia Damani & Associates  
Chartered Accountants

#### **Internal Auditor**

Bhasin Datar Associates  
Chartered Accountants

#### **Secretarial Auditor**

CS Namita Buche  
Practicing Company Secretary

#### **Banker :**

Yes Bank Limited  
Civil Lines Branch, Nagpur  
Maharashtra, India,  
Website: [www.yesbank.in](http://www.yesbank.in)

#### **Registered Office:**

Plot No. 28, 702, Wing A, 7th  
Floor, IT Park, Gayatri Nagar,  
Nagpur, Maharashtra, India,  
440022,  
Website:  
<https://www.microproindia.com>

#### **Registrar & Transfer Agent:**

Purva Shareregistry (India) Private Limited  
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg,  
Lower Parel (East) Mumbai-400011, Maharashtra, India,  
Telephone: +91 022 4961 4132  
Investor Grievance Email ID: [support@purvashare.com](mailto:support@purvashare.com)  
Website: [www.purvashare.com](http://www.purvashare.com)  
SEBI Registration Number: INR0000001112

# Our Values & Mission

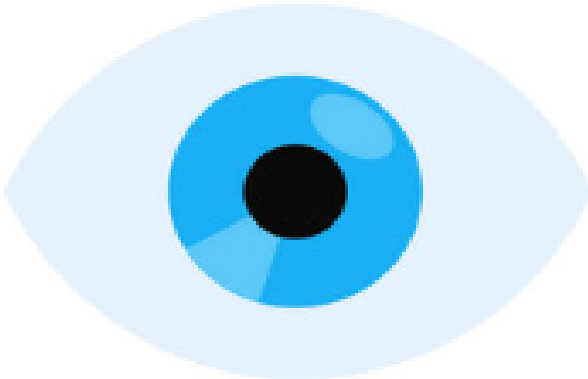


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## OUR VALUES & MISSION:

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### Our Vision:



Strive hard to create customer oriented organization that focuses on customer satisfaction by providing consistent & innovative IT solutions through continuous improvement in business processes and optimal utilization of human resources by building long-term relations by providing exciting & learning environment to explore their full potential.

### Our Mission:



To provide value added services in Information Technology industry, that will result in high level of customer satisfaction as we always keep in mind their interests.

We work hard to fetch customer loyalty by considering our clients as equal business partners.



# Profiles of the Board of Directors

## PROFILE OF THE BOARD OF DIRECTORS:



**Mr. Sanjay Mokashi**  
**Managing Director**

Mr. Sanjay Mokashi is one of the promoter and founder of the Company. He has been associated with the Company since its incorporation as a Director and Promoter. He holds a bachelor's degree in science from institute of Science from Nagpur and Postgraduate (M.Sc. in Statistics) from Institute of Science, Nagpur University. He also completed Postgraduate Diploma in computer science and Application from Nagpur University.

Further, he has received a certificate of Numerical Analysis and Fortran Programming. He has also received a Certificate of Merit from Maharashtra State School Sports Autumn. He has more than three decades of experience in IT industry. He also worked as Programmer/Analyst in Ramdeobaba Kamla Nehru Engineering College (RKNEC), Nagpur



**Mr. Meher Pophali**  
**Whole-time Director**

Mr. Meher Pophali has been associated with the Company since inception. He holds a Master's degree in Electronics from Nagpur University. He has over 30 years of experience in IT industry. Previously He was associated with HCL Info systems Ltd. He has a proven track record of successfully leading and managing teams of various sizes across different regions.

He is responsible for overseeing the IT infrastructure Services, marketing, and Enterprise hardware sales departments. He also works closely with the marketing team to develop and execute effective marketing campaigns and strategies that help the company achieve its sales and revenue targets



**Mr. Manish Peshkar**  
**Whole-time Director**

Mr. Manish Peshkar has been an Executive Director on the Board of the Company since January 01, 2003. He holds the degree of Bachelor of Computer Science from Pune University. He has also completed Master of Computer Management and Doctor of Philosophy (Ph.D.) from Rashtrasant Tukadoji Maharaj Nagpur University. He has over 25 years of experience in IT industry.

He is responsible as Principal software architect, Chief Technologist, Engineering Head in product development and custom projects.



**Mr. Parag Sham Deshpande**  
**Independent Director**

Mr. Parag Sham Deshpande has completed M.Tech. in Computer Science from IIT, Bombay and also completed Ph.D. from Nagpur University. He worked as head of Department of Computer Science & Engineering in Visvesvaraya National Institute of Technology (VNIT Nagpur) for the period of 2 (two) years. He also acted as Chairman of Board of Studies of the Department of Computer Science & Engineering during the period of the charge of Headship.

He has acted as consultant in evaluation of Financial System of ERP in Maharashtra Animal and Fishery Sciences University, information audit for Nagpur Municipal Corporation etc.



**Mr. Sandeep Agrawal**  
**Independent Director**

Mr. Sandeep Agrawal holds the bachelor's degree in commerce and is also a Chartered Accountant. Further, he also completed Diploma in Acupressure from Indian Institute of Acupressure. Currently he is engaged in the business of industrial gases & engineering plastics in Shubham Enterprises & Shubham Industrial Gases. Previously he acted as Practicing Acupressure Therapist at Parag Kulkarni Acupressure Treatment Centre, Nagpur.

He also acted as Finance Executive with Paharpur Cooling Towers, Kolkata. He is also member of Institutional Ethics Committee of HCG NCHRI Cancer Center, Nagpur and Vidarbha Industries Association.



**Ms. Anuja Subhash Bissa**  
**Independent Director**

Ms. Anuja Subhash Bissa is a distinguished professional, recognized as an Associate Member of the Institute of Company Secretaries of India (ICSI). In addition to her association with ICSI, Ms. Bissa holds a Bachelor of Laws (LLB) degree from the renowned Mumbai University.

This academic background equips her with a robust understanding of legal principles, further enhancing her professional capabilities. With a solid foundation in both company secretarial practices and legal frameworks, Ms. Bissa has a deep expertise in handling secretarial and legal matters.



# Our Expertise



05



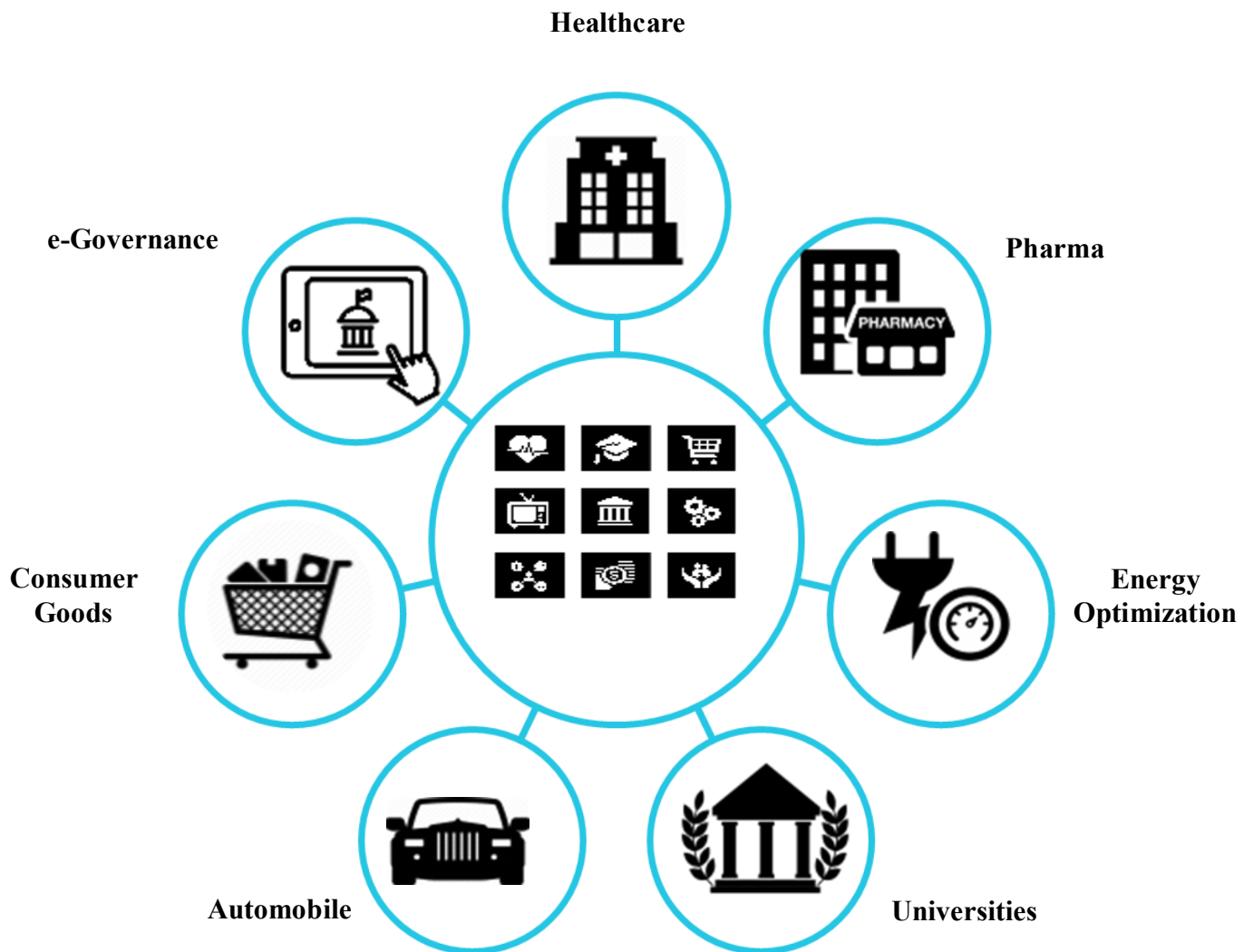


**Micropro**

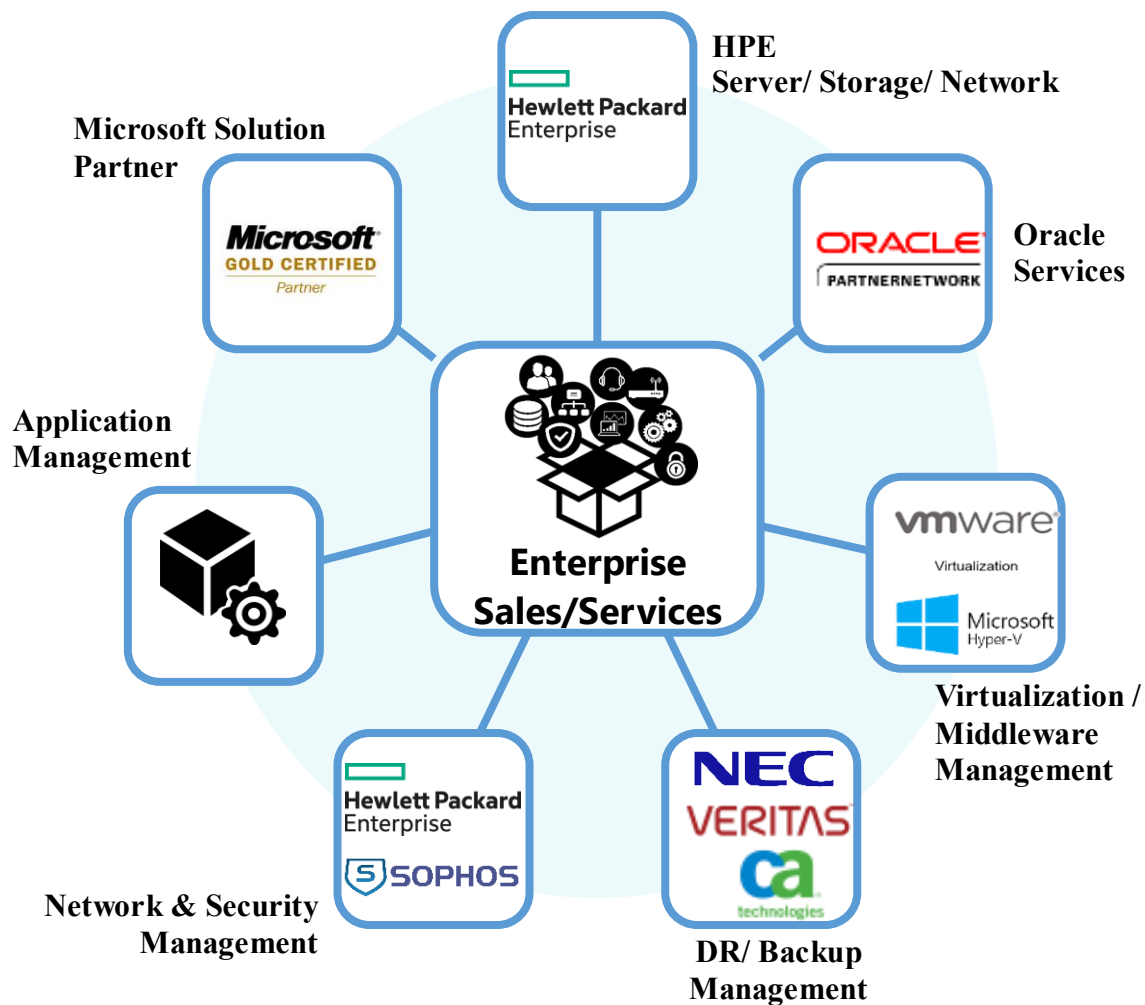
Software Solutions Limited

## OUR EXPERTISE:

### Domain Expertise



## Enterprise Services



# Our Product and Services



# OUR PRODUCTS



**HospyCare** is a state-of-art, integrated Hospital Information Management System, that allows healthcare businesses or organizations to unlock the power of all the information sitting in clinical, financial, and administrative data banks. This application offers healthcare organizations an innovative way to capture, consolidate, store, access, and quickly present information in desired format



**Hospital Information  
Management System**



**Distribution  
Management System**

**OpenSys-Logix** is a powerful analytical tools analyzes historical data and current market trends to suggest future product(s) demands as well as provide comprehensive reports for better decision making. It helps for Tracking at every step of product distribution channel to achieve the goal of bringing the product closer to prospective customers as well as its target market.

**Micropro Pharma** Software is a comprehensive solution designed to automate the activities of Pharma Retailers / Wholesalers / Stockiest.

It has the capability to administer activities like Sale, Purchase, Inventory, Taxation & Accounts for better Pharmaceutical Business Management



**Pharmacy Information  
Management System**



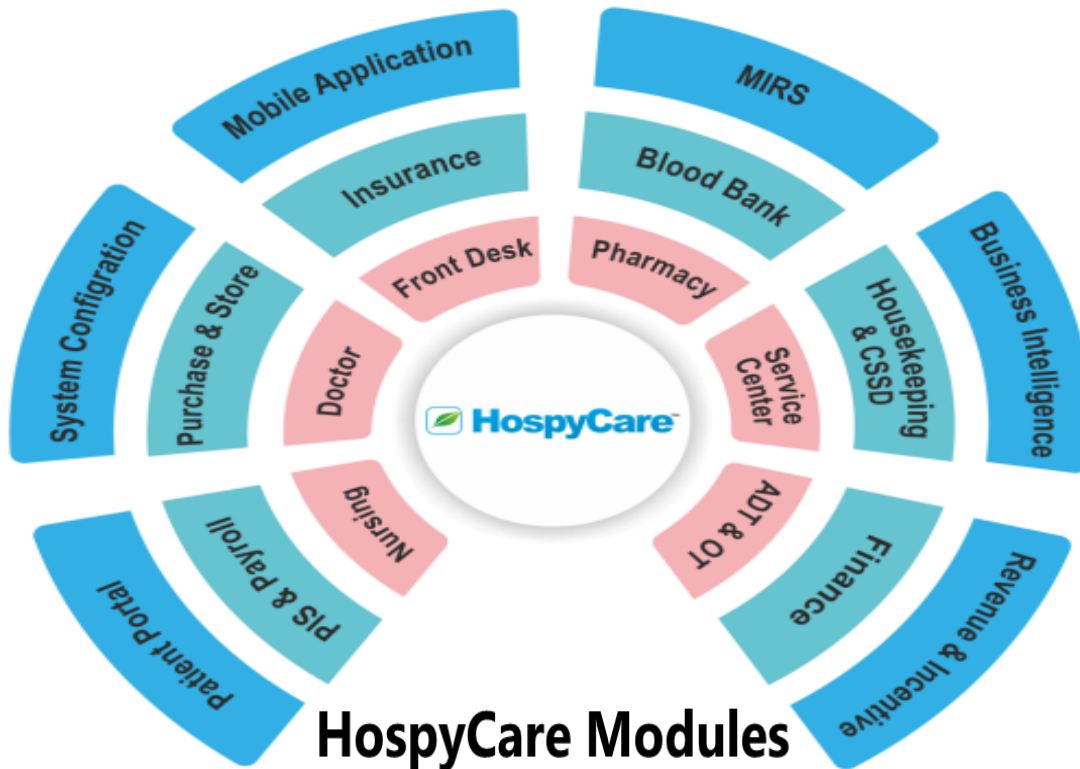
**Academic Information  
Management System**

**AIMS** is a comprehensive Academic Information Management System for Universities / Autonomous Institutes, and has modules like course configuration, Fees & Fine, Admission, Examination, Timetable & Attendance, Library, Store & Inventory, Financial Accounting, PIS, Payroll, Leave Management, Hostel Management, Transport Management, IVRS, Event Management





# HospyCare



## HospyCare Modules

### Features:

- Comprehensive healthcare facility management for achieving ROI
- Process automation & availability of Patient EMR across facility network improving patient care
- Workflow automation and Audit Trail which enhances Information integrity by reducing transcription errors and information duplication by users.
- Reporting with Graphical re-presentation for Top Management can be achieved through excel or through 3<sup>rd</sup> Party BI Tool integration
- Finance Module tightly Integration with all modules including RCM Cycle for Insurance & Corporate Patients.
- Integration with Laboratory Information System, Picture Archiving Communication System, Attendance Biometric Machine, National ID Card Reader and various Medical IOT Devices.

## Pharma



### Features:

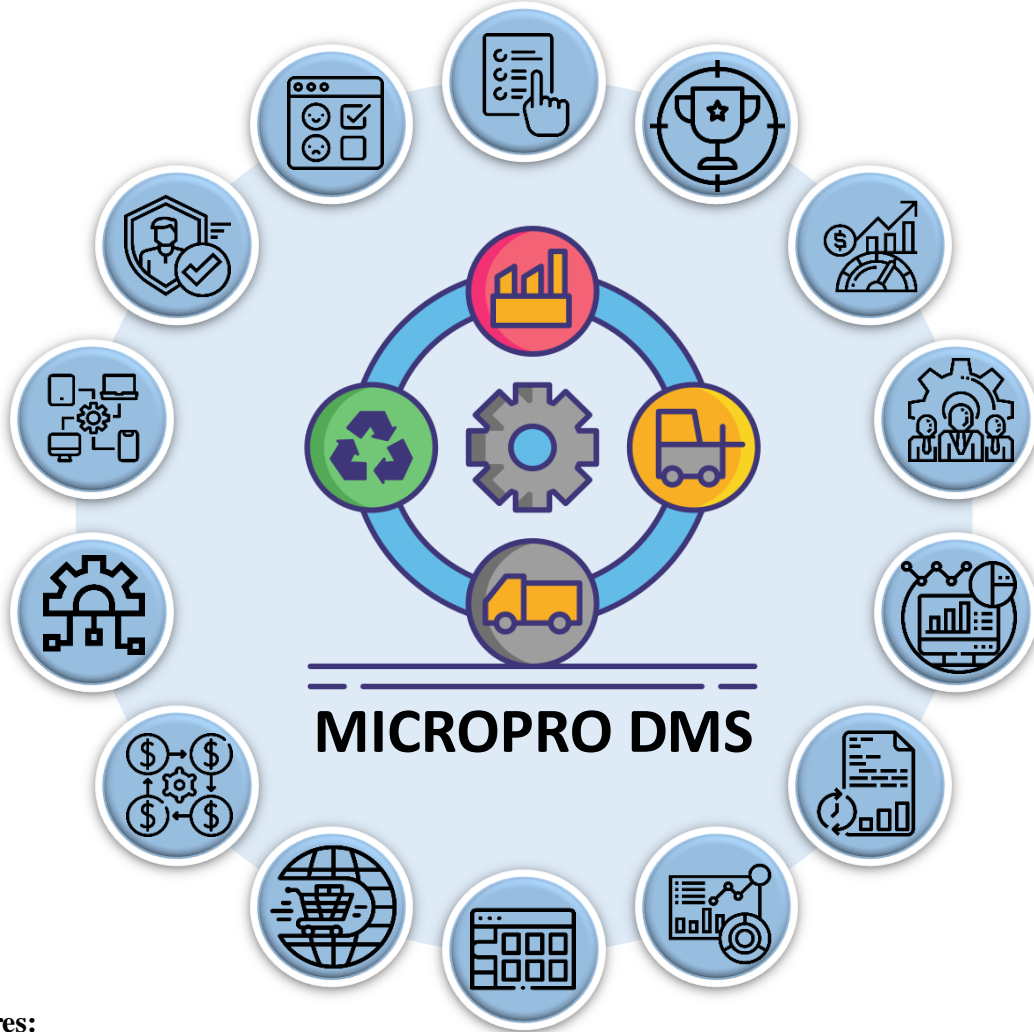
- Multi User Software with SMS, Barcode Scanning, file import / Export & E-Milan facility
- Tally Conversion and Prescription Scanning & Storage & Windows 7/8/10 compatibility
- Bill amount adjustment (as per amount available with customer)
- Profit Margin, Schedule H1 and GST Reporting
- Cash / Bank Receipts, Payment & Generates General Vouchers
- Manages Bills Payable and Receivables
- Company wise sales purchase ledger outstanding
- Salesman, Zonal Sales Manager, Area Sales Manager, Regional Sales Manager wise all reports
- Auto locking Sales facility



**Micropro**

Software Solutions Limited

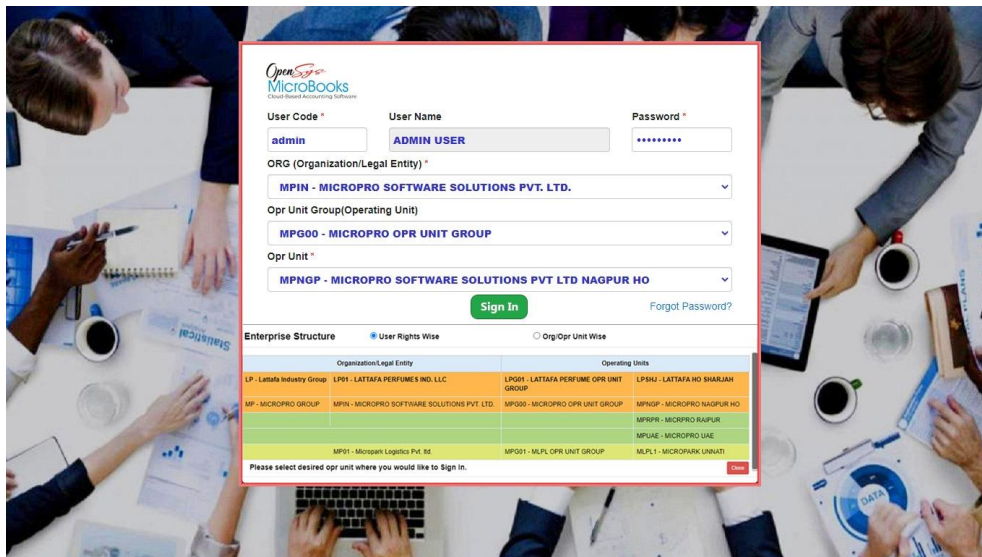
# OpenSys Logix – Distribution Management



## Features:

- Digital Order Booking
- Targets and Achievements
- Instant Customer Surveys
- Sales Performance Reporting
- Sales Representative Authentication
- Effective/Intelligent Sales force Management
- Proven Speedy Deployment Mechanism
- BI Dashboards & Reports
- Integrates with Multiple ERP & DMS
- Real Time field Insights
- Schemes and Claims Management
- Customise Reports
- Sales Coverage & Catalogue Sync

# OpenSys MicroBooks



**OpenSys MicroBooks**  
Cloud Based Accounting Software

User Code \*  User Name  Password \*

ORG (Organization/Legal Entity) \*

Opr Unit Group(Operating Unit)

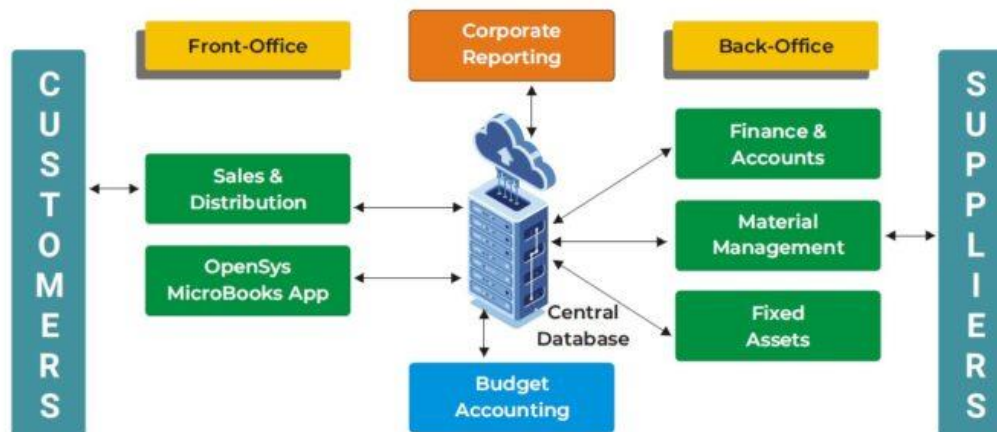
Opr Unit \*

[Sign In](#) [Forgot Password?](#)

Enterprise Structure ☒ User Rights Wise ☐ Org/Opr Unit Wise

Organization/Legal Entity		Operating Units	
LP - Latata Industry Group	LP01 - LATTATA PERFUMES IND. LLC	LP001 - LATTATA PERFUME OPR UNIT GROUP	LP001 - LATTATA HO SHARJAH
MP - MICROPRO GROUP	MPIN - MICROPRO SOFTWARE SOLUTIONS PVT LTD.	MP000 - MICROPRO OPR UNIT GROUP	MPNGP - MICROPRO NAGPUR HO
			MPRPR - MICROPRO RAIPUR
			MPUAE - MICROPRO UAE
MP01 - Micropro Logistics Pvt. Ltd.		MP001 - MP/L OPR UNIT GROUP	MP/L1 - MICROPROK UNNATI

Please select desired opr unit where you would like to Sign in.

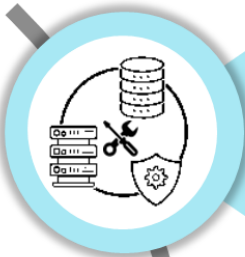


## Features:

- Access entire branches and companies with a single click.
- The system provides you the edge you need to make intelligent business decisions consistently.
- Detail reports on taxation that make it easy to file GST Returns as it is seamlessly formatted with the GSTN upload.
- View Order History
- Features like the Business Dashboard, Finance & Accounts, Material Management, Sale & Distribution, Budget Management and Fixed Assets which suits different functions within an organization.
- Can run many different businesses from end to end processes anytime and anywhere and get real-time data.



## OUR SERVICES:



**IT INFRASTRUCTURE MANAGEMENT**

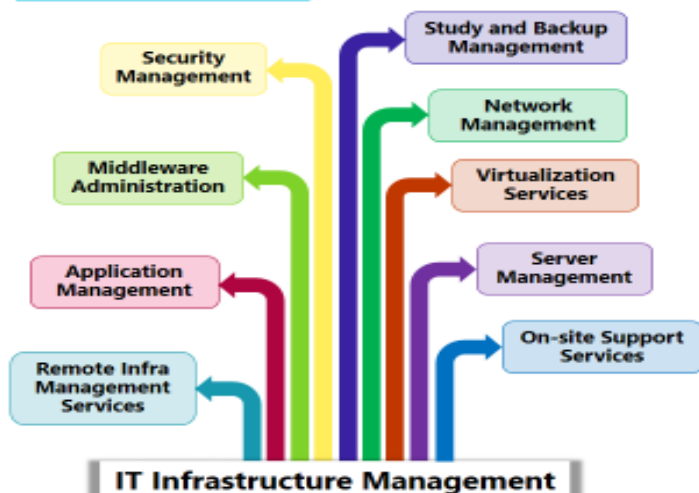


**MANPOWER SERVICES**



**NETWORK & SECURITY**

## IT Infrastructure Management Services



### Value Proposition

- Complementing the CIO/ IT Think Tank
- Understand IT Roadmap and help to optimize IT investment
- Recommend apt technology (by being technology agnostic)
- Help Client on ROI benefits
- Optimize the TCO and enhance ROI

## Manpower Services

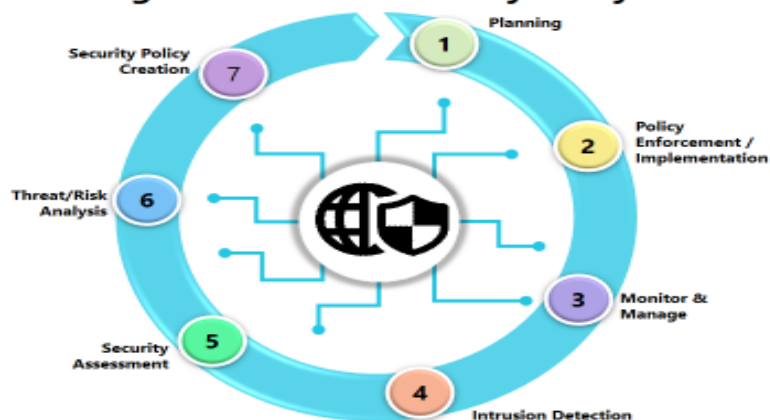
### Value Proposition

- Extensive Industry Experience: With years of experience we have developed a deep understanding technology
- Extensive Talent Network: Vast network of qualified professionals across a wide range of industries.
- Customized Solutions: Tailored services to meet unique needs, to find best-fit candidates
- Time and Cost Efficiency: Streamlined recruitment process to save time taken for evaluating candidates.
- Commitment to Quality: Maintaining high standards of professionalism in our interactions with clients candidates



## Network and Security Services

### Stages in Network Security Lifecycle



### Features:

- Expertise and Experience in designing and implementation of strong and adaptable Network solutions.
- Tailor targeted and managed solutions that meet specific business security needs
- Flexible solutions for companies of all sizes with varied and Complex network environments
- Smartly designed and maintained network solutions to reduce pressure on IT teams, to do more with existing hardware and human resources and lay a foundation of hassle free future expansion

# Our e-Governance Solutions



## E-GOVERNANCE SOLUTIONS

### PROPERTY TAX MANAGEMENT SOLUTION

This Solution was developed to automate the process of calculating the property tax keeping in mind all possible permutations and combinations. It has also helped the departments in real time reporting of data for Audit and other purposes. The data is also made available at all endpoints without and delay.



### DIGITAL MARKET PLACE SOLUTION

This solution was developed keeping in mind the problems faced by the farmers while selling their goods in the market. This solution automates the complete process starting from goods entering the market till its shipped out to the buyer. The software allows farmers to sell products not only at local market but also nationally to the highest bidder.



# Our Achievements



## ACHIEVEMENTS:



Awarded Gold Partner Certificate for the year 2008-09



Awarded for its contribution to PLoC by HP in 2019



Awarded Best Solution Partner award by HP for FY'22



Micropro Achieved Sophos Gold Partnership FY 22-23



Micropro Software Solutions Pvt. Ltd. Awarded as Best Solution Partner



# Chairman and Managing Director's Statement

09



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## CHAIRMAN AND MANAGING DIRECTOR'S STATEMENT

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**Dear Stakeholders,**

My sincere regards to all,

As we navigate through the ever-evolving landscape of technology, I am pleased to address you with a sense of pride and gratitude for your continued support and investment in **Micropro Software Solutions Limited (Micropro)**. It is with great pleasure that I reflect on our achievements, challenges, and the promising future that lies ahead.

Despite the global uncertainties and market fluctuations, we have remained resilient, adapting swiftly to the changing dynamics of the IT sector. Our commitment to excellence, coupled with our strategic vision, has enabled us to achieve significant milestones and reinforce our position.

Innovation lies at the core of everything that we do at Micropro. We are dedicated to push the boundaries of technology, developing cutting-edge solutions that empower businesses and individuals alike. We are at the forefront of innovation, driving positive change and creating value for our customers and shareholders.

Our success is a testament to the hard work and dedication of our talented team. I am immensely proud of our employees, whose passion, expertise, and relentless pursuit of excellence continue to drive our growth and success. Together, we have cultivated a culture of collaboration, creativity, and continuous learning, laying the foundation for sustained growth and long-term success.

As we look ahead, we are well-positioned to capitalize on the opportunities that lie before us. The digital revolution is accelerating, presenting us with a vast array of opportunities to innovate, grow, and expand our market presence. We are committed to seizing these opportunities, leveraging our strengths, and staying ahead of the curve to deliver value for our shareholders and stakeholders.

At Micropro, we recognize the importance of responsible corporate citizenship. We are committed to conducting our business with integrity, transparency, and ethical principles. We are dedicated to make a positive impact on society, contributing to the communities in which we operate, and safeguarding the environment for future generations.

In closing, I would like to extend my heartfelt gratitude to our shareholders for their unwavering support and confidence in Micropro. Together, we have achieved remarkable success, and I am confident that the best is yet to come. As we embark on this exciting journey ahead, I look forward to continue to create value, drive innovation, and deliver exceptional results for our shareholders and stakeholders.

Thank you for your continued trust and partnership.

Best Regards,  
Sanjay Mokashi  
Chairman Cum Managing Director  
DIN: 01568141



# Board's Report

## BOARDS' REPORT

Dear Members,

The Directors are pleased to present their 28<sup>th</sup> Annual Report on the affairs of the of Micropro Software Solutions Limited ('Micropro' or 'Company') together with the Audited Financial Statements for the year ended 31st March, 2024.

### 1. FINANCIAL SUMMARY AND HIGHLIGHTS:

The financial performance of the Company is as under:

Particulars	(Rs. in lakhs)	
	31.03.2024	31.03.2023
Revenue from operations	2,148.25	2,205.53
Other Income	80.06	11.67
<b>Total Income</b>	<b>2,228.31</b>	<b>2,217.21</b>
Purchase of Stock- in- trade	228.73	269.02
Purchases of Services	202.99	95.45
Changes in Inventories of Stock-in-trade	-7.10	-6.21
Employee benefits expense	832.69	675.77
Finance costs	70.49	30.69
Depreciation and amortisation expense	90.51	70.23
Other expenses	365.63	258.69
<b>Profit before tax</b>	<b>444.38</b>	<b>823.56</b>
Less: Tax Expenses	133.51	250.40
<b>Profit / (Loss) for the year ended</b>	<b>310.87</b>	<b>573.16</b>
Earning per equity share (Basic and Diluted)	2.61	5.59

### 2. TRANSFER TO RESERVES:

Your Company proposes to transfer an amount of Rs. 310.87 Lakhs to General Reserves.

### 3. DIVIDEND:

The Directors have not recommended any dividend for the financial year ended 31st March 2024.

#### **4. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:**

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

#### **5. STATE OF COMPANY'S AFFAIRS :**

During the year under review the Company has earned total revenue (including other income) of Rs. 2228.31 lakhs for the year 2024 as compared to Rs. 2,217.21 lakhs for the financial year 2023. Profit after Tax at Rs. 310.87 lakhs in the financial year 2024 as compared to 573.16 lakhs for the financial year 2023.

#### **6. CHANGE IN NATURE OF BUSINESS:**

During the year under review, there was no change in the business activity of the Company.

#### **7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT:**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and up to the date of this report. The Company will continue to closely monitor any material changes to future economic conditions.

Following structural changes have occurred during the year under review:

#### **❖ Change of status of the Company upon conversion from Private Limited Company to Public Limited Company:**

The Board of Directors in its meeting held on 04<sup>th</sup> May, 2023, had approved the conversion of the Company from a Private Limited Company to a Public Limited Company for the purpose of expanding the business of the company. Accordingly, the members of the Company in the Extra-ordinary General Meeting held on 29<sup>th</sup> May 2023 approved the aforesaid conversion of the Company from a Private Limited Company to a Public Limited Company. Subsequently, the Ministry of Corporate Affairs vide its Certificate dated 16<sup>th</sup> June 2023 changed the status of the Company from 'Micropro Software Solutions Private Limited' to 'Micropro Software Solutions Limited'.

#### **❖ Alteration of Memorandum of Association of the Company & Articles of Association:**

- The Board of Directors in its meeting held on 07<sup>th</sup> April, 2023, had approved increase in Authorised Share Capital of the Company from Rs. 25,00,000 (Rupees Twenty Five lakh) to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- each. Consequent to this, amendment of Clause V of the Memorandum of Association and relevant clauses of Articles of Association of the Company was required. Accordingly, the members of the Company in the Extra-ordinary General Meeting held on 02<sup>th</sup> May 2023 approved the aforesaid alteration.

- The Board of Directors in its meeting held on 07<sup>th</sup> April, 2023, had approved restructuring of the Share Capital of the Company by sub-dividing the existing equity shares into face value of Rs. 10/- per share in place of Rs. 100/- per share. Consequent to subdivision, amendment of Clause V of the Memorandum of Association and relevant clauses of Articles of Association of the Company was required. Accordingly, the members of the Company in the Extra-ordinary General Meeting held on 02<sup>th</sup> May 2023 approved the aforesaid alteration.
- The Board of Directors in its meeting held on 04<sup>th</sup> May, 2023, had approved the conversion of the Company from a Private Limited Company to a Public Limited Company for the purpose of expanding the business of the company. Consequent to this, amendment of Clause I of the Memorandum of Association and relevant clauses of Articles of Association of the Company was required. Accordingly, the members of the Company in the Extra-ordinary General Meeting held on 29<sup>th</sup> May 2023 approved the aforesaid alteration.
- The Board of Directors in its meeting held on 04<sup>th</sup> May, 2023, had approved the alteration in main Object of the Company. Consequent to this, amendment of Clause III of the Memorandum of Association of the Company was required. Accordingly, the members of the Company in the Extra-ordinary General Meeting held on 29<sup>th</sup> May 2023 approved the aforesaid alteration.

## **8. REVISION OF FINANCIAL STATEMENT:**

There was no revision of the financial statements for the year under review.

## **9. CAPITAL STRUCTURE:**

### **A. SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 100/- PER SHARE TO FACE VALUE OF RS. 10/- PER SHARE:**

During the year under review, the nominal value of equity shares of the Company was Sub-divided from face value of Rs. 100/- per share to face value of Rs. 10/- per share. Therefore 25,000 equity shares of the company of face value Rs. 100/- each were Sub-divided into 2,50,000 equity shares of face value of Rs. 10/- each.

### **B. INCREASE IN AUTHORISED SHARE CAPITAL:**

Further, during the year under review, your Company had increased its authorized share capital from 25,00,000 (Rupees Twenty Five lakh) divided into 2,50,000 equity shares of Rs. 10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- each.



**C. ISSUE OF SHARES:****• BONUS ISSUE:**

During the year under review, your Company has allotted 1,00,00,000 fully-paid-up equity Shares of Rs. 10/- each by way of bonus issue to the existing equity shares holders of the Company, in the proportion of 40 (Forty) equity shares for every 1 (one) equity share held by each shareholder. Subsequent to the aforesaid bonus issue the paid up equity share capital of the Company increased from Rs. 25,00,000/- divided into 2,50,000 equity shares of face value of Rs. 10/- each to Rs. 10,25,00,000 /- divided into 1,02,50,000 equity shares of face value of Rs. 10/- each.

**• PREFERENTIAL ISSUE:**

During the year under review, your Company has allotted 2,59,000 (Two Lakh Fifty Nine Thousand) Equity Shares of Rs. 10/- each on preferential basis under private placement, at a price of INR 70/- (Rupees Seventy only) per Equity Share, with face value of INR 10 (Rupee Ten Only) each and INR 60/- (Rupees Sixty only) towards securities premium. Subsequent to the aforesaid preferential issue the paid up equity share capital of the Company increased from Rs. 10,25,00,000/- divided into 1,02,50,000 equity shares of face value of Rs. 10/- each to Rs. 10,50,90,000 /- divided into 1,05,09,000 equity shares of face value of Rs. 10/- each.

**• INITIAL PUBLIC OFFER:**

During the year under review your Company also made an Initial Public Offer of 37,90,400/- equity shares of Rs. 10/- each at an issue price of Rs. 81/- each (including the share premium of Rs. 71/- per Equity Share) vide prospectus dated 30<sup>th</sup> October, 2023. Subsequent to the aforesaid Initial Public Offer the equity share capital of the Company increased from Rs. 10,50,90,000 /- divided into 1,05,09,000 equity shares of face value of Rs. 10/- each. to Rs. 14,29,94,000/ divided into 1,42,99,400 equity shares of Rs. 10/- each.

As on 31st March 2024, the Authorized Share Capital of the Company is Rs. 15,00,00,000/- divided into 1,50,00,000 Equity Shares of Rs. 10/- each, and the Issued, Subscribed, and Paid-up Equity Share Capital of the Company is Rs. 14,29,94,000/ divided into 1,42,99,400 equity shares of Rs. 10/- each.

**D. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:**

During the year under review your Company has not issued any equity shares with differential rights as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

**E. ISSUE OF SWEAT EQUITY SHARES:**

During the year under review your Company has not issued any sweat equity share as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

#### **F. DETAILS OF EMPLOYEE STOCK OPTIONS:**

During the year under review your Company has not issued any Employees Stock Option Scheme (ESOS) shares as per provisions of Rule 12(1) of Companies (Share Capital and Debentures) Rules, 2014.

#### **G.SHARES HELD IN TRUST FOR THE BENEFIT OF EMPLOYEES WHERE THE VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY THE EMPLOYEES:**

During the year under review your Company has not held any shares in trust for the benefit of employees where the voting rights are not exercised directly by the employees.

#### **H.ISSUE OF DEBENTURES, BONDS , WARRANTS OR ANY NON-CONVERTIBLE SECURITIES:**

During the year under review your Company has not issued any Debentures, Bonds, warrants or any Non-Convertible Securities.

#### **10. INITIAL PUBLIC OFFER & LISTING:**

We are pleased to inform you that, during the year under review the Company made an Initial Public Offer of 37,90,400/- equity shares of Rs. 10/- each at an issue price of Rs. 81/- each (including the share premium of Rs. 71/- per Equity Share) vide prospectus dated 30<sup>th</sup> October, 2023 on the SME platform of the National Stock Exchange of India Limited i.e. NSE EMERGE.

The IPO had received an exceptional response from the public. The issue was oversubscribed on an overall basis. The Initial Public Offer was subscribed 36.88 times. The public issue subscribed 22.60 times in the Non Retail category, 49.08 times in the retail category. The Equity Shares of the Company got listed on the NSE Emerge with effect from 10<sup>th</sup> November, 2023.

#### **11. UTILIZATION OF IPO PROCEEDS:**

Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised*	Amount of Deviation/Variation according to applicable object	Remarks if any
Working Capital Requirement	Not Applicable	850.00	Not Applicable	NIL	None	
Funding capital expenditure requirements	Not Applicable	1,285.34	Not Applicable	346.86	None	
General corporate expenses	Not Applicable	484.00	Not Applicable	484.00	None	

\*Utilization till March 31, 2024. Balance unutilized funds parked in fixed deposit and current account.

## 12. DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

As on March 31, 2024, the Board of Directors comprised of 6 (Six) Directors which includes Three (3) Executive Director, and Three (3) Non - Executive Independent Directors. The overall composition of Board of Directors included one women Director.

Further the changes amongst the Board of Director/s including the Executive Director/s and Key Managerial Personnel during the period under review are as follows: -

- During the year under review, Mr. Hitesh Dhirajlal Parikh, Mr. Prashant Renukadas Rajurkar and Mr. Srinivas Chinnaya Sabbineni resigned from the post of Whole Time Director w.e.f. 3<sup>rd</sup> April, 2023.
- The Board of Directors of the Company in its Meeting held on 26th June, 2023 has appointed Mr. Sanjay Mokashi (DIN: 01568141) as Managing Director of the Company and Mr. Meher Pophali (DIN: 01568099) and Mr. Manish Peshkar (DIN: 01568162) as Whole Time Director of the Company for a term of 5 years. Subsequently, the members of the Company by resolution passed at the Extraordinary General Meeting held on 3rd July, 2023 have approved the above said appointments for a term of 5 years with effect from 3rd July, 2023 upto 2nd July, 2028.
- The Board of Directors of the Company in its Meeting held on 16th June, 2023 appointed Dr. Parag Sham Deshpande (DIN: 10195204), Mr. Sandeep Kunjbihari Agarwal (DIN: 10190189) and Ms. Anuja Subhash Bissa (DIN: 08284537) as Additional Director (Non-executive Independent Director) of the Company with effect from 16th June, 2023. Subsequently, the members of the Company by resolution passed at the Extraordinary General Meeting held on 3rd July, 2023 have appointed Dr. Parag Sham Deshpande (DIN: 10195204), Mr. Sandeep Kunjbihari Agarwal (DIN: 10190189) and Ms. Anuja Subhash Bissa (DIN: 08284537) as Independent Directors of the Company.
- The Board of Directors in its Meeting held on 08th July 2023 has appointed Mr. Sunil Nilkanth Chaudhari ( PAN: AAIPC2264Q) as the Chief Financial Officer of the Company.
- The Board of Directors in its Meeting held on 21st July 2023, has appointed Mr. Girish G Vyas as the Company Secretary and Compliance officer of the Company. He has resigned from the post of Company Secretary w.e.f. 31st January, 2023. Mr. Sulabh Singh Parihar was appointed as a Company Secretary of the Company w.e.f. 08 February, 2024.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Sanjay Mokashi, Managing Director will retire by rotation at the ensuing 28<sup>th</sup> Annual General Meeting and being eligible, has offered himself for re-appointment as a Director of the Company. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing 28<sup>th</sup> Annual General Meeting of the Company.

The brief resume and other information/details of Mr. Sanjay Mokashi seeking re-appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given in the Notice of the ensuing 28<sup>th</sup> Annual General Meeting, which forms part of the Annual Report.

As on 31st March, 2024, the Company had following Directors and the key managerial personnel:

Sr. No.	Name	Designation
1.	Mr. Sanjay Mokashi (DIN: 01568141)	Managing Director
2.	Mr. Meher Pophali (DIN: 01568099)	Whole-time Director
3.	Mr. Manish Peshkar (DIN: 01568162)	Whole-time Director
4.	Dr. Parag Sham Deshpande (DIN: 10195204)	Non-executive Independent Director
5.	Mr. Sandeep Kunjbihari Agarwal (DIN: 10190189)	Non-executive Independent Director
6.	Ms. Anuja Subhash Bissa (DIN: 08284537)	Non-executive Independent Director
7.	Mr. Sunil Nilkanth Chaudhari	Chief Financial Officer
8.	Mr. Sulabh Singh Parihar	Company Secretary and Compliance Officer

### **13. STATEMENT OF DECLARATION ON INDEPENDENCE GIVEN BY INDEPENDENT DIRECTORS:**

All Independent Directors of your Company have severally given a Declaration pursuant to Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and that they are registered in the data bank of Indian Institute of Corporate Affairs as per Section 150 of the Companies Act, 2013 and rules framed there under.

They have also furnished the Declaration and Confirmation pursuant to Regulation 25(8) of the Listing Regulations affirming compliance to the criteria of Independence as provided under Regulation 16(1)(b) of the Listing Regulations, as amended.

### **14. DECLARATION REGARDING NON - APPLICABILITY OF THE DISQUALIFICATION:**

The disclosure requirements as prescribed under Para C of the Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') are not applicable to the Company pursuant to Regulation 15(2) of the LODR as the Company is listed on the SME Exchange.



## 15. MEETINGS OF BOARD:

During the year ended on 31<sup>st</sup> March 2024 Sixteen (16) Board Meetings were held, the details of which are mentioned hereunder:

- 03<sup>rd</sup> April, 2023      • 13<sup>th</sup> June, 2023      • 21<sup>st</sup> July, 2023      • 8<sup>th</sup> November, 2023
- 07<sup>th</sup> April, 2023      • 16<sup>th</sup> June, 2023      • 1<sup>st</sup> August, 2023      • 26<sup>th</sup> December, 2023
- 04<sup>th</sup> May, 2023      • 26<sup>th</sup> June, 2023      • 18<sup>th</sup> September, 2023      • 31<sup>st</sup> January, 2024
- 25<sup>th</sup> May, 2013      • 8<sup>th</sup> July, 2023      • 30<sup>th</sup> October, 2023      • 23<sup>rd</sup> February, 2024

## 16. COMPOSITION OF BOARD COMMITTEES:

The Company has in place, all the Committee(s) as mandated under the provisions of the Act and Listing Regulations. Currently, there are four Committees of the Board, namely:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

### AUDIT COMMITTEE:

The Audit Committee of the Board of Directors in compliance with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 is in place.

The Audit Committees comprised of following Members:

DIN:	Name	Designation in committee	Nature of Directorship
10190189	Mr. Sandeep Kunjbihari Agarwal	Chairman	Non-executive Independent Director
10195204	Mr. Parag Sham Deshpande	Member	Non-executive Independent Director
01568141	Mr. Sanjay Mokashi	Member	Managing Director

During the year ended 31<sup>st</sup> March 2024, Seven (07) Audit Committee meetings were held, the details of which are mentioned hereunder:

- 26<sup>th</sup> June, 2023      • 30<sup>th</sup> October, 2023
- 8<sup>th</sup> July, 2023      • 26<sup>th</sup> December, 2023
- 21<sup>st</sup> July, 2023      • 23<sup>rd</sup> February, 2024
- 1<sup>st</sup> August, 2023

All the Members of the Committee attend the Meetings and the Company Secretary acts as Secretary to the Committee. There is no occasion wherein the board of directors of the Company has not accepted any recommendations of the Audit committee of the Company during the financial year 2023-24. As such, no specific details are required to be given or provided.

## **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Board of Directors in compliance with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 is in place.

The Nomination and Remuneration Committee comprised of following Members:

<b>DIN:</b>	<b>Name</b>	<b>Designation in committee</b>	<b>Nature of Directorship</b>
10190189	Mr. Sandeep Kunjbihari Agarwal	Chairman	Non-executive Independent Director
10195204	Mr. Parag Sham Deshpande	Member	Non-executive Independent Director
01568141	Mr. Sanjay Mokashi	Member	Managing Director

During the year ended 31st March 2024, Four (04) Nomination and Remuneration Committee meetings were held, the details of which are mentioned hereunder:

- 26<sup>th</sup> June, 2023
- 8<sup>th</sup> July, 2023
- 21<sup>st</sup> July, 2023
- 31<sup>st</sup> January, 2024

All the Members of the Committee attend the Meetings and the Company Secretary acts as Secretary to the Committee. There is no occasion wherein the board of directors of the Company has not accepted any recommendations of the committee of the Company during the financial year 2023-24. As such, no specific details are required to be given or provided.

## **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee of the Board of Directors in compliance with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 is in place.

The Stakeholder Relationship Committee comprised of following Members:

<b>DIN:</b>	<b>Name</b>	<b>Designation in committee</b>	<b>Nature of Directorship</b>
10190189	Mr. Sandeep Kunjbihari Agarwal	Chairman	Non-executive Independent Director
01568141	Mr. Sanjay Mokashi	Member	Managing Director
10195204	Mr. Meher Pophali	Member	Whole-time Director

During the year ended 31st March 2024, meetings of Stakeholder Relationship Committee was held on 31<sup>st</sup> January, 2024. All the Members of the Committee attend the Meetings and the Company Secretary acts as Secretary to the Committee. There is no occasion wherein the board of directors of the Company has not accepted any recommendations of the committee of the Company during the financial year 2023-24. As such, no specific details are required to be given or provided.

## **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Corporate Social Responsibility Committee of the Board of Directors in compliance with Section 135 of the Companies Act, 2013 is in place.

The Corporate Social Responsibility Committee comprised of following Members:

<b>DIN:</b>	<b>Name</b>	<b>Designation in committee</b>	<b>Nature of Directorship</b>
01568141	Mr. Sanjay Mokashi	Chairman	Managing Director
10195204	Mr. Meher Pophali	Member	Whole-time Director
08284537	Ms. Anuja Subhash Bissa	Member	Non-executive Independent Director

During the year ended 31st March 2024, meetings of Corporate Social Responsibility Committee were held on 26<sup>th</sup> June, 2023 and 31<sup>st</sup> January, 2024. All the Members of the Committee attend the Meetings and the Company Secretary acts as Secretary to the Committee.

## **17. SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:**

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee (NRC) has adopted Nomination & Remuneration Policy which, inter alia, deals with the criteria for identification of members of the Board of Directors and selection/ appointment of the Key Managerial Personnel/Senior Management Personnel of the Company. The NRC recommends appointment of Director(s)/appointment or re-appointment of Managing Director based on their qualifications, expertise, positive attributes and independence/professional expertise in accordance with prescribed provisions of the Companies Act, 2013, governing rules framed thereunder and the Listing Regulations. The NRC, in addition to ensuring diversity of race and gender, also considers the impact the appointee would have on the Board's balance of professional experience, background, viewpoints, skills and areas of expertise. The Nomination & Remuneration Policy is uploaded on the website of the Company and the weblink of the same is <https://www.microproindia.com/investors/policies/Policy%20for%20Nomination%20and%20Remuneration.pdf>.

## **18. DISCLOSURE OF THE RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL ETC:**

As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement of disclosure of remuneration and such other details as prescribed therein is given in **Annexure-A**, which is annexed hereto and forms part of the Board's Report.

## **19. PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:**

In pursuant to the provisions of Section 134(3) (p) of the Act, the Board of Directors of the Company is committed to get its performance evaluated in order to identify its strengths and areas in which it may improve its functioning.

In terms of the framework of the Board Performance Evaluation, the Nomination and Remuneration Committee and the Board of Directors have carried out an annual performance evaluation of the performance of its own performance, Committee and Individual Directors.

The evaluation of the Board, Committees, Directors and Chairman of the Board was conducted based on the evaluation parameters such as Board composition and Structure, effectiveness of the Board, participation at meetings, awareness, observance of governance, and quality of contribution, etc.

## **20. REMUNERATION RECEIVED BY MANAGING / WHOLE TIME DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY:**

Since the Company does not have any Holding Company or Subsidiary Company, the provisions of Section 197(14) of Companies Act, 2013 read with Rules made thereunder, towards payment of any commission or remuneration from Holding or Subsidiary Company are not applicable.

## **21. DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134(3)(c) of the Companies Act, 2013, your Board of Directors confirms the following:

- (a) In the preparation of the annual financial statements for the year ended 31st March, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed along with proper explanation relating to material departures, if any;
- (b) The Directors had selected such accounting policies and applied them consistently and 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 31st March 2024 and the profit of the Company for the year ended on that date;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going-concern basis;
- (e) proper internal financial controls to be followed by the Company were laid down and such internal financial controls are adequate and were operating effectively; and



- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **22. INTERNAL FINANCIAL CONTROLS:**

The Company has put in place an adequate system of internal financial control commensurate with the size and nature of its business and continuously focuses on strengthening its internal control processes. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, and ensuring compliance with corporate policies.

The internal financial control of the company is adequate to ensure the accuracy and completeness of the accounting records, timely preparation of reliable financial information, prevention, and detection of frauds and errors, safeguarding of the assets, and that the business is conducted in an orderly and efficient manner. The Audit Committee periodically reviews the adequacy of Internal Financial controls. During the year, such controls were tested and no reportable material weaknesses were observed. The system also ensures that all transactions are appropriately authorized, recorded, and reported.

## **23. SUBSIDIARY, ASSOCIATE, AND JOINT VENTURE:**

During the period under review, the Company does not have any Holding, Subsidiary, Joint Venture or Associate Company. Hence, additional disclosures are not applicable.

## **24. CONSOLIDATED FINANCIAL STATEMENTS:**

The Company does not have any Subsidiary, Associate Company or Joint Venture Company. Hence, clause 129(3) for consolidated financial statements is not applicable to Company.

## **25. DEPOSITS:**

During the year under review, your Company has not accepted any public deposits within the meaning of Section(s) 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## **26. LOANS, GUARANTEES, AND INVESTMENTS:**

The particulars of investments made and loans granted by the Company as covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forming part of the Annual Report. Further, your Company has not extended a corporate guarantee on behalf of any other Company, during the year under review.

## **27. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the period under review, all related party transactions that were entered were on an arm's length basis and were in the ordinary course of business. There are 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. Details of related party transactions are provided in the financial statements and hence not repeated herein for the sake of brevity.

The Company has formulated a Policy on materiality of related party transactions and dealing with related party transactions, which is available on the website of the Company and can be accessed through web link <https://www.microproindia.com/investors/policies/Policy>.

## **28. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Company has constituted the Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013, the details of which have been stated aforesaid in this Board Report. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in **Annexure- B** which is annexed hereto and forms part of the Board's Report. The Company has adopted its Corporate Social Responsibility Policy (CSR Policy) in line with the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder, as applicable, from time to time. The CSR Policy deals with objectives, scope/areas of CSR activities, implementation and monitoring of CSR activities, CSR budget, reporting, disclosures etc. The same is uploaded and available on the website of the Company and the web link of the same is <https://www.microproindia.com/investor-relations>.

## **29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo are given in **Annexure- C**, which is annexed hereto and forms part of the Board's Report.

## **30. RISK MANAGEMENT:**

The Risk Management policy has been formulated and implemented by the Company in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business objectives.

Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Our internal control encompasses various management systems, structures of organization, standards, and codes of conduct which are all put together to help manage the risks associated with the Company.

In order to ensure the internal control systems are meeting the required standards, it is reviewed at periodical intervals. If any weaknesses are identified in the process of review the same are addressed to strengthen the internal controls which are also revised at frequent intervals. Some of the risks that may pose challenges are set out in the Management Discussion and Analysis Report, which forms part of this Annual Report.

### **31. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In terms of the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism which includes the formulation of the Whistle Blower Policy to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud, instances of leak of unpublished price sensitive information that could adversely impact the Company's operations, business performance and/or reputation.

No employee is denied access to the Vigilance Officer as well as the Chairman of the Audit Committee. The Policy provides that the Company investigates such incidents when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. The policy is available on the website of the Company and the web link of the same is <https://www.microproindia.com/investors/policies/Policy%20for%20Vigil%20Mechanism.pdf>

### **32. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

### **33. STATUTORY AUDITOR:**

Pursuant to provisions of section 139 of the Act, the members at the annual general meeting of the Company held on 30th September, 2019 appointed M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 0126132W) as statutory auditors of the Company for a period of 5 (five) years till the conclusion of the Annual General Meeting of the Company to be held in calendar year 2024. The term of appointment of the statutory auditors expires at the conclusion of ensuing annual general meeting.

The Board of Directors, based on the recommendation of the audit committee, has proposed the re-appointment of M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 0126132W) as statutory auditors of the Company for a further term of five years to hold office from the conclusion of 28<sup>th</sup> annual general meeting till the conclusion of 33<sup>th</sup> annual general meeting, subject to approval of the members and to fix their remuneration.

Further, the statutory auditors have confirmed that they are not disqualified from continuing as auditors of the Company.

The Board recommends to seek approval of the members of the Company for the re appointment of M/s. Banthia Damani & Associates, Chartered Accountants (Firm Registration No. 0126132W) as Statutory Auditor of the Company.

#### **34. STATUTORY AUDITOR'S REPORT:**

The Auditor's Report on the financial statements of the Company forms part of the Annual Report. There is no qualification, reservation, or adverse remark in the Auditor's Report, which calls for any comment or explanation.

Further, during the year under review, the Auditor has not reported any matter under Section 143(12) of the Companies Act, 2013, therefore, no detail is required to be disclosed pursuant to Section 134(3) (ca) of the Companies Act, 2013.

#### **35. SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company in its Meeting held on 23<sup>rd</sup> February, 2023 has appointed CS Namita Buche, Practicing Company Secretary, Nagpur as Secretarial Auditor of the Company to undertake secretarial audit of the Company for the financial year 2023-24.

Secretarial Audit Report as issued by the Secretarial Auditor, in Form No. MR-3 for the Financial Year 2023-24 is set out in the **Annexure- D** to this report and forms part of the Board's Report. There are no qualification, observation or adverse remarks made by the Secretarial Auditor in the Secretarial Audit Report, which calls for any comment or explanation.

#### **36. INTERNAL AUDITOR:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and on recommendation of Audit Committee, M/s. Bhasin Datar Associates (Firm Registration No. 115725W), Chartered Accountants, Nagpur were appointed as the Internal Auditors of the Company to periodically audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements.



The Company ensures reliability in conducting its business, precision and comprehensiveness in maintaining accounting records and anticipation and detection of frauds and errors. There were no adverse remarks or qualification on accounts of the Company marked by the Internal Auditors.

### **37. COST RECORD / AUDIT:**

The Company does not fall within the provisions of Section 148 of Companies Act, 2013 read with Rules made thereunder, therefore, the requirement of maintenance of cost records are not applicable to the Company.

### **38. PARTICULARS OF EMPLOYEES:**

The statement of particulars of employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure- **Annexure-A**, which is annexed hereto and forms part of the Board's Report.

### **39. ADDITIONAL DISCLOSURES UNDER LISTING REGULATIONS:**

#### **• CORPORATE GOVERNANCE:**

The disclosure requirements as prescribed under Para C of the Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') are not applicable to the Company pursuant to Regulation 15(2) of the LODR as the Company is listed on the SME Exchange.

#### **• FAILURE TO IMPLEMENT ANY CORPORATE ACTION:**

During the FY 2022-23 under review, there is no occasion wherein the Company failed to implement any Corporate Action. As such, no specific details are required to be given or provided.

#### **• PAYMENT OF LISTING AND DEPOSITORIES FEES:**

The listing fees payable to the National Stock Exchange of India Limited within the due date.

The Company, has also duly paid the requisite custodian and other fees to the National Securities Depository Limited (NSDL) and Central Depository Service India) Limited (CDSL).

#### **• MANAGEMENT DISCUSSION & ANALYSIS REPORT**

In terms of the Regulation 34(2)(E), and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, The Management Discussion & Analysis Report is set out in **Annexure- E** to this Report.

- **STATEMENT OF DEVIATIONS AND VARIATIONS:**

In compliance with the provisions of Regulation 32(8) of Listing Regulations, there has been no Deviation(s) and / or Variation(s) in the utilization of the fund raised from the Initial Public Offer (IPO) as disclosed in the Company's Prospectus dated 30<sup>th</sup> October, 2023 for the period ended March 31, 2024, as it has been utilized fully for the purpose for which funds was raised.

- **LINK OF DIVIDEND DISTRIBUTION POLICY:**

The Company is not amongst the top 1000 listed entities based on market capitalization, hence the provisions are not applicable to the Company.

- **DEMATERIALISATION OF SHARES:**

As on 31st March 2024, the entire 100% issued, subscribed and paid-up share capital i. e. equity shares of the Company were held in dematerialized form through depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSIL).

#### **40. ANNUAL RETURN:**

In compliance with the provisions of Section 92 of the Companies Act, 2013, the Annual Return of the Company for the financial year ended 31st March 2024 has been uploaded on the website of the Company at <https://www.microproindia.com/investor-relations>.

#### **41. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PER PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace and has also constituted an Internal Complaints Committee(s) in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure and can register their complaints against sexual harassment. During the year under review, no case was filed or reported in pursuance to the provisions of the said Act.

**42. GENERAL DISCLOSURE:**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or events concerning the same during the year under review:

- (a) Details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
- (b) Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- (c) The Company has neither filed any application nor any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review. The Company has not availed one time settlement with respect to any loans from banks or financial institutions.
- (d) The Company has complied with the applicable Secretarial Standards under the Companies Act, 2013 as issued by the Institute of Company Secretaries of India (ICSI).

**43. ACKNOWLEDGEMENT:**

The Board desires to place on record its grateful appreciations for the excellent assistance and co-operation extended by Government Agencies, and continued support extended to the Company by the bankers, investors, vendors, esteemed customers, professionals/consultants and other business associates/institutions. Your Directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their unstinted commitment and valuable contribution for sustainable growth of the Company.

**For and on behalf of the Board of Directors  
Micropro Software Solutions Limited**

**Date: 05<sup>th</sup> August, 2024  
Place: Nagpur**

**SANJAY MOKASHI  
MANAGING DIRECTOR  
DIN: 01568141**

**MEHER POPHALI  
WHOLE-TIME DIRECTOR  
DIN: 01568099**

## ANNEXURE – A

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and forming part of the Directors' Report for the year ended 31st March, 2024.**

- i. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:

Sr. No	Name of Directors	Ratio
1.	Mr. Sanjay Mokashi Managing Director	22.77
2.	Mr. Meher Pophali Whole-time Director	22.04
3.	Mr. Manish Peshkar Whole-time Director	21.98
4.	Dr. Parag Sham Deshpande Non-executive Independent Director	NA
5.	Mr. Sandeep Kunjbihari Agarwal Non-executive Independent Director	NA
6.	Ms. Anuja Subhash Bissa Non-executive Independent Director	NA

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24:

Sr. No.	Name of Directors/KMP	Designation	% increase / (decrease) In Remuneration Paid
1.	Mr. Sanjay Mokashi	Managing Director	23.22
2.	Mr. Meher Pophali	Whole-time Director	23.14
3.	Mr. Manish Peshkar	Whole-time Director	23.21
4.	Dr. Parag Sham Deshpande	Non-executive Independent Director	NA
5.	Mr. Sandeep Kunjbihari Agarwal	Non-executive Independent Director	NA
6.	Ms. Anuja Subhash Bissa	Non-executive Independent Director	NA
7.	Mr. Sunil Nilkanth Chaudhari	Chief Financial Officer	NA
8.	Mr. Sulabh Singh Parihar	Company Secretary and Compliance Officer	NA



- iii. \*the percentage increase in the median remuneration of employees in the financial year; **-13.90%**
- iv. The number of permanent employees on the roll of the Company: **119** Employees as on 31st March, 2024.
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Percentage increment for Salaries of Non-Managerial Personnel is **(15%)**

Percentage increment for Salaries of Managerial Personnel is **(23.19%)**

The increase in remuneration is not solely based on Company's performance but also includes various other factors like individual performance, experience, relevant expertise, skills, academic background, industry trends, economic situation and future growth prospects etc. besides Company's performance.

- vi. the key parameters for any variable component of remuneration availed by the directors; **No**
- vii. The remuneration paid to the Directors is as per the Remuneration Policy of the Company. **Yes**

\*Number of employees increased consequently median remuneration of employees decreased during the year.

**For and on behalf of the Board of Directors  
Micropro Software Solutions Limited**

**Date: 05<sup>th</sup> August, 2024  
Place: Nagpur**

**SANJAY MOKASHI  
MANAGING DIRECTOR  
DIN: 01568141**

**MEHER POPHALI  
WHOLE-TIME DIRECTOR  
DIN: 01568099**

## ANNEXURE -B

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES [PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013 AND THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014]

#### 1. Brief outline on CSR Policy of the Company:

Corporate Social Responsibility (CSR) forms an integral part of Company’s overall philosophy of giving back to the society. The Company is committed to bring positive changes in the society in which it operates.

As per the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company has formulated its CSR Policy with the vision to actively contribute to spreading education by promoting education, enhancing vocation skills especially among children and livelihood enhancement projects, protecting environment and conservation of natural resources, health care including preventive health care, rural development, animal welfare etc. The Company’s CSR Policy (‘Policy’) was approved at the Board Meeting held on 26<sup>th</sup> June, 2023.

The Company’s CSR initiatives are guided by the Policy of the Company. The CSR activities focus on Education, Health Care, Livelihood, Environmental Sustainability, Poverty Alleviation and Promoting Sports.

#### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sanjay Mokashi	Chairman, Managing Director	2	2
2.	Mr. Meher Pophali	Member, Whole-time Director	2	2
3.	Ms. Anuja Subhash Bissa	Member, Non-executive Independent Director	2	2

#### 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

The Composition of CSR Committee and CSR Policy is displayed on the website of the Company at [https://www.microproindia.com/investors/policies/MICROPRO\\_Corporate%20Social%20Responsibility%20Policy.pdf](https://www.microproindia.com/investors/policies/MICROPRO_Corporate%20Social%20Responsibility%20Policy.pdf)

#### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Since the average CSR obligation of the Company is below Rupees Ten Crore in pursuance of sub-section (5) of section 135 of the Act, in the three immediately preceding financial years, hence the impact assessment is **Not Applicable (NA)**.

5. (a) **Average net profit of the company as per sub-section (5) of section 135.**  
 Average net profit: Rs. 461.66 Lakhs.
- (b) **Two percent of average net profit of the company as per sub-section (5) of section 135:** Rs. 9.23 Lakhs.
- (c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.** NIL
- (d) **Amount required to be set-off for the financial year, if any.** NIL
- (e) **Total CSR obligation for the financial year [(b)+(c)-(d)]:** Rs. 9.23 Lakhs.
6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs. 10.00 Lakhs.
- (b) **Amount spent in Administrative Overheads:** NIL
- (c) **Amount spent on Impact Assessment, if applicable:** NIL
- (d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** Rs. 10.00 Lakhs.
- (e) **CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year. (in ₹ )	Amount Unspent (in ₹ )				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
10.00 Lakhs.	Nil	NA	NA	Nil	NA

- (f) **Excess amount for set-off, if any:**

Sl. No.	Particular	Amount (in Rs. )
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	9.23 Lakhs/-
(ii)	Total amount spent for the Financial Year	10.00 Lakhs/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.77 Lakhs /-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.77 Lakhs /-

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6		7	8
Sl No.	Preceding Financial Year(s).	Amount transferred to Unspent CSR Account Under sub-section (6) of section 135 (in ₹).	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹).	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹).	Deficiency, if any
					Amount (in ₹).	Date of transfer		
1	-	Nil	-	-	-	-	-	-

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

☐ Yes ☒ No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Nil							

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.: Not Applicable**

For and on behalf of the Board of Directors  
 Micropro Software Solutions Limited

Date: 05<sup>th</sup> August, 2024  
 Place: Nagpur

Sanjay Mokashi  
 Managing Director  
 DIN: 01568141

Meher Pophali  
 Whole-Time Director  
 DIN: 01568099



## ANNEXURE – C

### **Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo** [As per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

#### **i. Conservation of Energy:**

##### **a. The steps taken or impact on the conservation of energy:-**

The Company lays great emphasis on savings in the cost of energy consumption. Therefore, achieving reduction in per unit consumption of energy is an ongoing exercise in the Company. The effective measures like education, training, publicity, messaging through use of social media have been taken to minimize the loss of energy as far as possible.

##### **b. The steps taken by the company for utilizing alternate sources of energy:-**

The Company does not have any alternate sources of energy for internal generation of power (captive, surplus or otherwise). However, the management of the Company is exploring an alternative source of energy like solar, wind, thermal or otherwise for internal generation of power for captive purposes.

##### **c. The capital investment on energy conservation equipment:- NIL**

#### **ii. Technology Absorption:**

##### **a. The effort made towards technology absorption:-**

The Company is always in pursuit of finding the ways and means to improve the performance, quality and cost effectiveness of its services. The technology used by the Company is updated as a matter of continuous exercise.

##### **b. The benefits derived like product improvement, cost reduction, product development, or import substitution:- NA**

##### **c. In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year):- NA**

##### **d. The expenditure incurred on Research & Development: NIL**

**iii. Foreign Exchange Earnings and Outgo:**

The Details of Foreign Exchange earnings and outgo during the financial year as required by the Companies (Accounts) Rules, 2014 are provided as follows:-

(Rs. in lacs)			
Sr. No.	Particular	Current Year	Previous Year
1.	Foreign exchange earnings	95.36	556.22
2.	Foreign exchange outgo	175.02	139.21

**For and on behalf of the Board of Directors  
Micropro Software Solutions Limited**

**Date: 05<sup>th</sup> August, 2024  
Place: Nagpur**

**Sanjay Mokashi  
Managing Director  
DIN: 01568141**

**Meher Pophali  
Whole-Time Director  
DIN: 01568099**

**Annexure- D****Form No. MR-3****SECRETARIAL AUDIT REPORT***[Pursuant to section 204(1) of the Companies Act, 2013 and rule**No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]***FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024**

**To,**  
**The Members,**  
**MICROPRO SOFTWARE SOLUTIONS LIMITED**  
Plot No. 28, 702, Wing A, 7th Floor,  
IT Park, Gayatri Nagar, Nagpur,  
Maharashtra, India, 440022

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Micropro Software Solutions Limited (CIN-L72200MH1996PLC102385)** (formerly known as Micropro Software Solutions Private Limited) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended **March 31, 2024** 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:

**I further report that** the compliance with the applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance of future viability of the Company nor a confirmation of efficient management by the Company.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Micropro Software Solutions Limited** for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings

The provisions of FEMA and Rules are not applicable since there are no Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings by the Company during the period under review.

- (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;
  - 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;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



I further report that:

- 1) The Board of Directors and Key Managerial Persons of the Company are duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors and Key Managerial Persons that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** during the audit period, the following specific activities took place in the Company having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.:

- (i) During the period under audit, the Company approved the sub-division of Equity Shares from face value of Rs.100/- per share to Rs.10/- per share.
- (ii) During the period under audit, the status of Company was converted from 'Private Limited' Company to 'Public Limited' Company. Pursuant to which the name of Company was changed to '**MICROPRO SOFTWARE SOLUTIONS LIMITED**'.
- (iii) The Company has issued and allotted Bonus Shares in proportion of 40 new equity shares for every 1 existing equity shares held i.e. 1,00,00,000 equity shares of face value of Rs.10/- each as fully paid up bonus shares.
- (iv) The Company has in place the Micropro – Employees Stock Option Plan (Micropro Plan – 2023) exercisable into not more than 6,00,000 (Six Lakhs) Equity Shares of the Company of face value of Rs.10/- which was approved during the year under audit.
- (v) The Company has issued and allotted 2,59,000 (Two Lakhs fifty Nine Thousand) Equity Shares of Face Value of Rs. 10/- each, at a price of Rs. 70/- per equity share on a preferential basis through Private Placement.
- (vi) During the period under audit, the Company's shares have been listed with National Stock Exchange of Limited (NSE) on its emerge platform on 10<sup>th</sup> November, 2023, consequent to the public offer of shares. The Company came out with its maiden Initial Public Offer (IPO) of 37,90,400 Equity Shares of face value of Rs. 10/- each for a price of Rs.81/- per equity share which were allotted on 8<sup>th</sup> November, 2023 aggregating to Rs. 30,70,22,400/-

**I further report that** based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, 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.

**I further report that** during the audit period there were no specific events or actions as following in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having any bearing on the company's affairs viz.,

- (i) Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc.;
- (v) Foreign technical collaborations or

This report is to be read with the letter of even date which is annexed as **Annexure – I** which forms an integral part of this report.

Place: Nagpur

Date: 02.07.2024

UDIN: A036514F000648719

**CS Namita Buche**

Practicing Company Secretary

Membership No. 36514

COP No. 14220

**Annexure- I**

To,  
The Members,  
**Micropro Software Solutions Limited**

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
- 2) I 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 to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Nagpur

Date: 02.07.2024

UDIN: A036514F000648719

**CS Namita Buche**  
Practicing Company Secretary  
Membership No. 36514  
COP No. 14220

# Management's Discussion and Analysis Report

## Annexure E

### MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The management discussion and analysis present the industry overview, opportunities and threats, initiatives by the Company, and overall strategy for becoming a market-driven Service Provider with a range of offerings.

The company is very optimistic about capturing a substantial share of the global and domestic market in the midst of the threats faced due to the liberalization and increased competition from well-established companies from India and abroad.

Management Discussion and Analysis Report for the year under review giving detailed analysis of the Company's operations, segment-wise performance etc. as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given herein below and forms part of this report.

### OUTLOOK

**MICROPRO** has over a three decade's track record of successful development and implementing IT projects for medium and large companies and has a best techno expert team of more than 150 IT professionals. We have a client base of around 4000 customers with strong presence in India, UAE and enabling clients to create and execute strategies for their digital transformation.

Our vision is to build a globally-respected organization delivering the best-of-breed business solutions, leveraging technology, delivered by the best-in-class people. We are guided by our value system which motivates our attitudes and actions. Our core values are Client Value, Leadership by Example, Integrity and Transparency, Fairness, and Excellence.

Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while creating growth opportunities for our employees, generating profitable growth for our investors and contributing to the communities that we operate in.

Looking forward, Micropro will continue to seek out new and improved ways of efficiently delivering the services that our clientele needs. We have formulated a sound corporate vision and long-term management plan while ensuring that we have constantly evolving management and business structures to respond quickly to the market needs & globalization. We strive to create new avenues for adding more value for the "stakeholders" being investors, business partners, employees, consumers, and communities as well.

We believe in building Tomorrow's innovations today.



## INDUSTRY STRUCTURE AND DEVELOPMENTS:

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.5% of India's GDP in FY23, and it is expected to contribute 10% to India's GDP by 2025.

As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution. India is viewed by the rest of the world as having one of the largest Internet user bases and the cheapest Internet rates, with 76 crore citizens now having access to the Internet.

The current emphasis is on the production of significant economic value and citizen empowerment. India is one of the countries with the quickest pace of digital adoption. This was accomplished through a mix of commercial innovation and investment, and new digital applications that are already improving and permeating a variety of activities and different forms of work, thus having a positive impact on the daily lives of citizens.

India's rankings improved six places to the 40th position in the 2022 edition of the Global Innovation Index (GII).

According to the National Association of Software and Service Companies (NASSCOM), the Indian IT industry's revenue touched US\$ 227 billion in FY22, a 15.5% YoY growth and was estimated to have touched US\$ 245 billion in FY23.

The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year.

The Indian software product industry is expected to reach US\$ 100 billion by 2025. Indian companies are focusing on investing internationally to expand their global footprint and enhance their global delivery centres.

The data annotation market in India stood at US\$ 250 million in FY20, of which the US market contributed 60% to the overall value. The market is expected to reach US\$ 7 billion by 2030 due to accelerated domestic demand for AI.

India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's gross domestic product (GDP), Infomerics Ratings said in a report.

As an estimate, India's IT export revenue rose by 9% in constant currency terms to US\$ 194 billion in FY23. The export of IT services has been the major contributor, accounting for more than 53% of total IT exports (including hardware). BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.

Exports from the Indian IT industry stood at US\$ 194 billion in FY23. The export of IT services was the major contributor, accounting for more than 51% of total IT exports (including hardware). BPM, and Software products and engineering services accounted for 19.3% and 22.1% each of total IT exports during FY23.

The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.

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.

The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year. India's public cloud services market grew to US\$ 3.8 billion in 2023, expected to reach US\$ 17.8 billion by 2027. By 2026, widespread cloud utilisation can provide employment opportunities to 14 million people and add US\$ 380 billion to India's GDP.

**Source:** <https://www.ibef.org/industry/information-technology-india>

## **OPPORTUNITIES AND THREATS:**

### **OPPORTUNITIES**

India's IT industry is expanding rapidly, driven by the increasing demand for digital transformation services globally. This provides ample opportunities for the Company to grow and diversify its service offerings. India has a large pool of skilled IT professionals and engineers, which can be leveraged to deliver high-quality services at competitive costs. The availability of talent is a significant advantage for the Company to scale its operations. The cost of operation, including labor and infrastructure, is lower in India compared to many Western countries. This cost advantage allows the Company to offer competitive pricing for services. With the increasing adoption of technology in various sectors within India, there is a growing domestic market for IT services. The Indian startup ecosystem is vibrant, with many tech startups focusing on innovative solutions. The Company has the opportunity to collaborate with or acquire these startups to enhance their technology and service offerings. India is well-established as a global outsourcing hub. IT companies can capitalize on this reputation to attract more international clients looking to outsource their IT and software development needs.

### **THREATS:**

The IT sector in India is highly competitive, with many players ranging from large multinational corporations to numerous small and medium enterprises. This intense competition can lead to pricing pressures and reduced profit margins. While India has a large pool of skilled professionals, retaining top talent can be challenging due to high demand and frequent job switching within the industry. This can impact the continuity and quality of projects. Changes in government regulations, including data protection laws and taxation policies, can pose challenges for IT companies. The IT industry is heavily dependent on global markets, especially the US and Europe.

Economic downturns or geopolitical tensions in these regions can affect the demand for IT services. With increasing digitization, cybersecurity threats are also on the rise. IT companies need to constantly invest in robust security measures to protect their data and systems, which can be costly and complex. Rapid advancements in technology require continuous upskilling and adaptation. Companies that fail to keep pace with technological changes risk becoming obsolete. Despite improvements, there are still infrastructure challenges in certain regions of India, such as inconsistent power supply and internet connectivity. These issues can affect the efficiency and reliability of IT services.

## RISKS AND CONCERNS

To manage risks with the ultimate goal of maximising stakeholders' value, the company has an integrated and organised enterprise risk management process. At Micropro, the risk management process typically entails risk identification, assessment, prevention, prioritisation, and monitoring. With the aid of this technique, the Company is better able to take informed decisions about the creation of opportunities, effectively manage risks to acceptable levels, and enhance confidence in the accomplishment of its desired goals and objectives.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

We manage regulatory compliance by monitoring and evaluating our internal controls and ensuring that we are in compliance with all relevant statutory and regulatory requirements. There can be no assurance that deficiencies in our filings will not arise in the future, or that we will be able to implement, or continue to maintain, adequate measures to rectify or mitigate any deficiencies in our internal control.

The Company implemented suitable controls to ensure its operational, compliance, and reporting objectives. The Company has adequate policies and procedures in place for its current size as well as its future growing needs. These policies and procedures play a pivotal role in the deployment of the internal controls. They are regularly reviewed to ensure both relevance and comprehensiveness and compliance is ingrained into the Management review process.

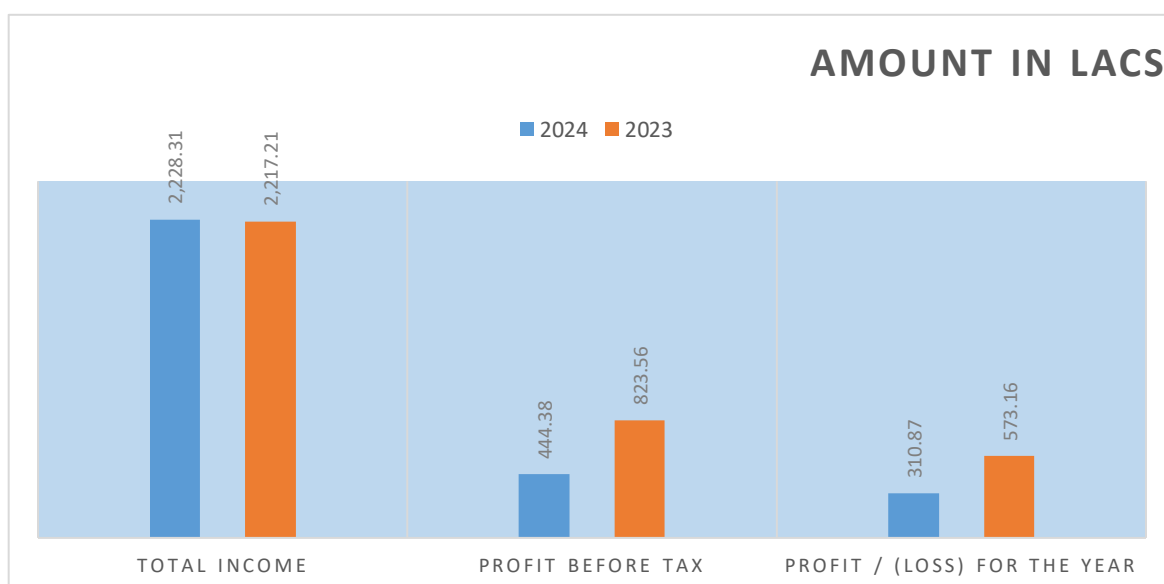
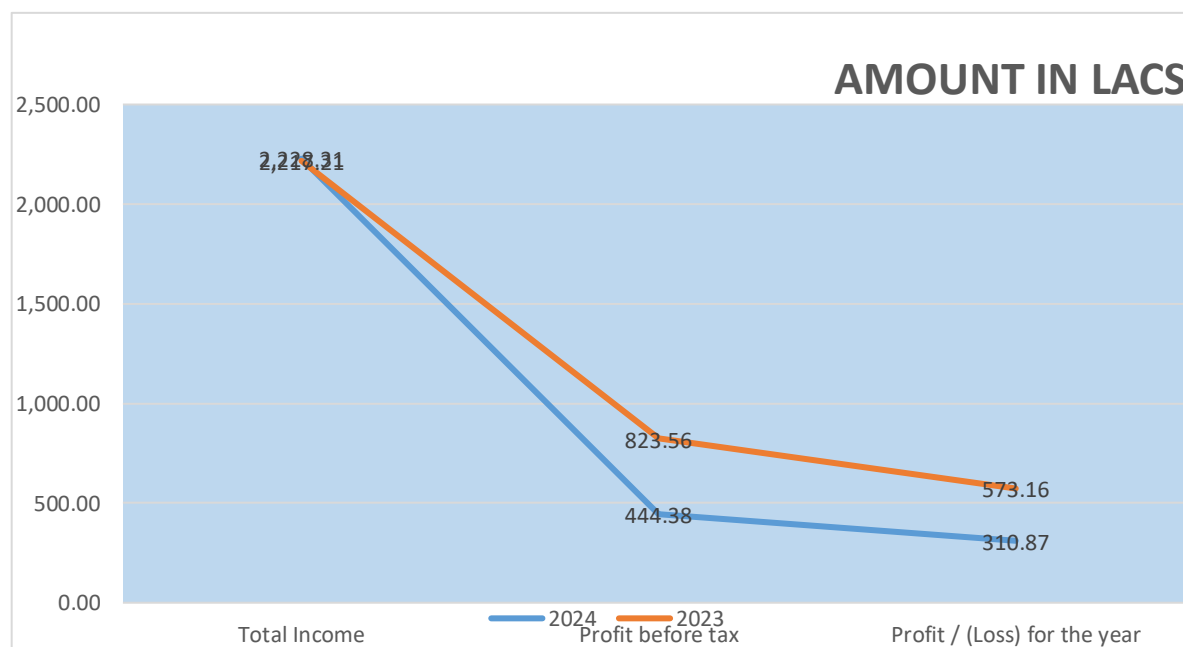
## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review the company has earned total revenue (including other income) of Rs. 2228.31 lakhs for the year 2024 as compared to Rs. 2,217.21 lakhs for the financial year 2023. Profit after Tax was Rs. 310.87 lakhs in the financial year 2024 as compared to 573.16 lakhs for the financial year 2023. The financial performance of the Company is as under:

Particulars	(Rs. in lakhs)	
	31.03.2024	31.03.2023
Revenue from operations	2,148.25	2,205.53
Other Income	80.06	11.67
<b>Total Income</b>	<b>2,228.31</b>	2,217.21
Purchase of Stock- in- trade	228.73	269.02
Purchases of Services	202.99	95.45



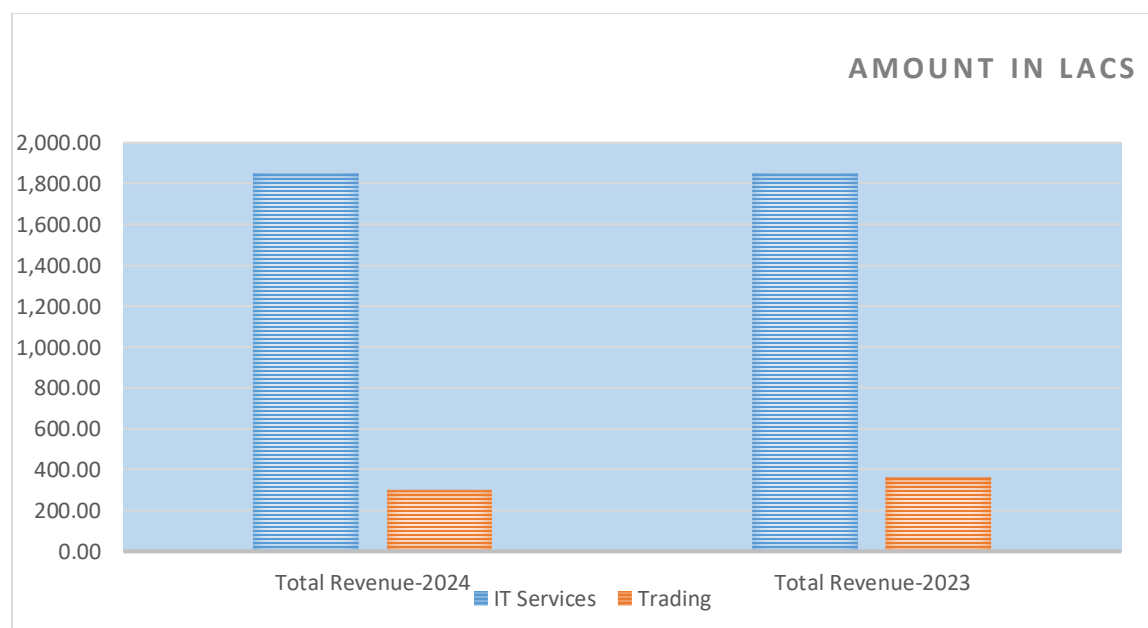
Changes in Inventories of Stock-in-trade	-7.10	-6.21
Employee benefits expense	832.69	675.77
Finance costs	70.49	30.69
Depreciation and amortisation expense	90.51	70.23
Other expenses	365.63	258.69
<b>Profit before tax</b>	<b>444.38</b>	<b>823.56</b>
Less: Tax Expenses	133.51	250.40
<b>Profit / (Loss) for the year ended</b>	<b>310.87</b>	<b>573.16</b>
Earning per equity share (Basic and Diluted)	2.61	5.59



### SEGMENT-WISE PERFORMANCE:

**IT Services:** The total revenue from IT Services during the year is Rs. 1,847.88 Lacs as compared to Rs. 1,847.07 Lacs of the previous year.

**Trading:** The total revenue from Trading during the year is Rs. 300.37 Lacs as compared to Rs. 358.47 Lacs of the previous year.



### DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

S. No.	Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance in %	Reason for Variance if more than 25%
1	Current Ratio	Current Assets	Current Liabilities	6.05	2.07	192.66%	Cash and bank balances have increased significantly compared to previous year.
2	Debt-Equity Ratio	Total Debt	Shareholders' Funds	0.08	0.24	-65.81%	Shareholders' funds has increased significantly as compared to previous year due to IPO share issue.



S. No.	Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance in %	Reason for Variance if more than 25%
3	Debt Service Coverage Ratio	Earnings for debt service = Profit after tax + Depreciation + Interest	Debt Service = Interest + Principal repayments of term loans	6.69	7.28	-8.11%	-
4	Return on Equity Ratio	Profit after tax	Average Shareholders' Funds	0.10	0.42	-76.59%	Shareholders' funds has increased significantly as compared to previous year due to IPO.
5	Inventory Turnover Ratio	Net Sales (excl. commission and support services)	Average Inventory	9.94	18.10	-45.08%	Net Sales (excl. commission and support services) has decreased as compared to previous year.
6	Trade Receivables Turnover Ratio	Net Sales	Average Trade Receivables	1.57	2.51	-37.26%	Average trade receivables have increased significantly as compared to previous year.
7	Trade Payables Turnover Ratio	Net Purchases	Average Trade Payables	4.98	3.38	47.37%	Average Trade Payables have decreased significantly as compared to previous year.
8	Net Capital Turnover Ratio	Net Sales	Working Capital = Current Assets - Current Liabilities (excl. current maturities of long term debt)	0.60	2.43	-75.22%	Current assets have increased significantly thus increasing the working capital significantly compared to previous year.

S. No.	Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance in %	Reason for Variance if more than 25%
9	Net Profit Ratio	Profit before tax	Net Sales	0.21	0.37	-44.60%	Profit before tax has decreased as compared to previous year.
10	Return on Capital Employed	Earning before interest and tax	Capital Employed = Net worth + Total debt	0.10	0.42	-76.00%	EBIT has decreased and Capital Employed has increased significantly (due to IPO) as compared to previous year.
11	Return on Investment	Profit before tax	Average Total Assets	0.11	0.34	-68.48%	Profit before tax has decreased and Average Total Assets have increased significantly (due to IPO) as compared to previous year.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

We have maintained very cordial Industrial relations throughout the year. Measures for the welfare of employees, Training & Development were given great importance by the management.

Human capital is viewed as a valuable resource and an integral part of the Company's success and your Company strongly believes that its employees are the key pillar of your Company's success. The Company recognizes that its employees are its principal assets and that its continued growth is dependent upon the ability to attract and retain quality people. The experienced and talented employee pool plays a key role in enhancing business efficiency, devising strategies, setting up systems and evolving business. We invest in training human resources that we hire to perform the services we provide. These professionals are often targeted by the lateral recruitment efforts of our competitors. The performance of our Company will benefit from the continued service of these persons or the replacement of equally competent persons from the domestic or global markets.

# Auditors Report & Financial Statements

## **INDEPENDENT AUDITOR'S REPORT**

To,  
**The Members of Micropro Software Solutions Limited**  
(Formerly known as Micropro Software Solutions Private Limited)

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Micropro Software Solutions Limited** (“the Company”) (formerly known as Micropro Software Solutions Private Limited), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the Statement of Cash flows for the year then ended, and notes to the financial statements for the year ended March 31, 2024, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (‘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 state of affairs of the Company as at March 31, 2024, its profit and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key audit matters**

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

We have determined the matters described below to be the key audit matter to be communicated in our report.

<b>Key Audit Matters</b>	<b>How audit addressed the key audit matter</b>
1) IPO Expenses: In the current financial year, the Company initiated its Initial Public Offering and consequently accrued Share Issue Expenses. These Share Issue Expenses aggregating to Rs. 464.31 lakhs were offset against the security premium.	Our audit procedures include the following: <ul style="list-style-type: none"> <li>• Obtained a detailed understanding of such Share Issue Expenses from the Management.</li> <li>• Verified all the supporting document related to IPO.</li> <li>• Ensured proper accounting treatment for writing off the above-mentioned expenses as per section 52 of the Companies Act, 2013.</li> </ul>

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

- (1) The Companies (Auditors Report) Order 2020 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 ('the Act'), we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (2) (A) As required by Sec 143(3) of the Act, we report that:
  - (a) We have 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 accounts as required by law have been kept by the Company as far as it appears from our examination of those books.
  - (c) The standalone financial statements dealt with by this report are in agreement with the books of accounts.
  - (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, 2014.

- (e) On the basis of written representation received from the directors, as on 31<sup>st</sup> March, 2024 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.
- (g) With respect to other matter to be included in the Auditors’ Report under Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 26(b) to the financial statements.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) The Company does not have any amounts required to be transferred to the Investor Education and Protection Fund.
- (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iv) (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall:
- whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iv) (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused us to believe that the representations under sub-clause d.(i) and (ii) contain any material mis-statement.
- (v) The company has not declared or paid any dividend during the year. Hence this clause is not applicable.
- (vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For Banthia Damani & Associates**

Chartered Accountants

Firm Reg. No.: 126132W

Place: Nagpur

Date: 30<sup>th</sup> May, 2024

UDIN: 24042804BKBKEY6537

**(Rajeev Damani)**

Partner

M. N.: 42804



**“Annexure A” to the Independent Auditors’ Report on the Standalone Financial Statements of Micropro Software Solutions Limited (formerly known as Micropro Software Solutions Private Limited) for the year ended 31<sup>st</sup> March 2024:**

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

**1. Property, plant and equipment & Intangible assets**

(a)

(1) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment

(2) According to the information and explanations given to us, the Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanation given to us, the Company has not conducted any physical verification exercise of Property, Plant and Equipment during the current year. Hence, we are unable to comment on any material discrepancies.

(c) According to the information and explanations given to us and on the basis of examination of the records of the Company, title deeds of immovable properties of the Company disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

2.

- (a) The inventory of the Company has been physically verified by the management at reasonable intervals and the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business. The discrepancies noticed on such physical verification between the stock and the book stocks, wherever ascertained were not more than 10% or more in aggregate of each class of inventory, and have been properly dealt in the books of accounts.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

3. According to the information and explanations given to us, the Company has made investments in, granted loans, to Companies, firms, Limited Liability Partnership firms and other parties, in respect of which the requisite information is as below:

- (a) According to the information and explanation given to us and on the basis of examination of the records of the company, the details of guarantees, security, loans and advances in the nature of loans provided by the Company to parties, are given herewith in a tabular form, as under:

(Rs. in lacs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/provided during the year				
- Subsidiary	-	-	-	-
- Joint Venture	-	-	-	-
- Associate	-	-	-	-
- Others	-	-	120.00	-
Balance outstanding as at Balance Sheet date				
- Subsidiary	-	-	-	-
- Joint Venture	-	-	-	-
- Associate	-	-	-	-
- Others	-	-	121.71	-

- (b) According to the information and explanations given to us and in our opinion the investments made and the terms and conditions of the grant of unsecured loans are, prima facie, not prejudicial to the interest of the Company.
  - (c) According to the information and explanations given to us and in our opinion, in respect of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
  - (d) According to the information and explanations given to us and in our opinion, there are no overdue amounts of repayment of loans and advances in the nature of loans. Hence reporting under clause 3(iii)(d) is not applicable.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended. Further, the company has not granted any fresh loans, to settle the overdues of existing loans, to same parties. Further, the Company has not given any advances in the nature of loans to any party.
  - (f) According to information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has not granted any loans or advances in the nature of loans repayable on demand or without specifying any terms or period of repayment.
4. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security, or made any investments as specified under Sections 185 and 186 of the Act. In respect of the loans given by the Company, in our opinion, the provisions of Sections 185 and 186 of the Act have been complied with.
5. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

6. As per information and explanations given to us, the Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act, for the business of the Company.
7. Undisputed and disputed taxes and duties
  - (a) Undisputed statutory dues including Provident Fund, Income Tax, Goods and Services Tax, Sales Tax, Excise Duty, Cess has generally been regularly deposited with the appropriate authorities. According to the information & explanation given to us, no undisputed amounts payable in respect of the above were in arrears as at 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable.
  - (b) According to the information & explanations given to us, details of statutory dues referred to in sub clause (a) above which have not been deposited on account of disputes as on March 31, 2024 are given below:

<b>Name of the Statute</b>	<b>Nature of dues</b>	<b>Amount (Rs.in lacs)</b>	<b>Period to which the amount relates</b>	<b>Forum where the dispute is pending</b>	<b>Remarks</b>
Income Tax Act	Income Tax	9.82	FY 2017-18	CIT Appeals	-

8. The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
9.
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the term loans were applied for the purpose for which they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short term basis were, prima facie, not utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013.

**10.**

- (a) The Company has raised moneys by way of Initial Public Offer by issuing 37,90,400 equity shares of face value Rs.10/- each at a premium of Rs.71/- each. These funds have been partly utilized by the company for the purposes for which they were raised. The balance unutilized proceeds have been kept in bank.
- (b) During the year, the Company has made a private placement of 2,59,000 equity shares of face value Rs.10/- each at a premium of Rs.60/- per share.

According to the information and explanation given to us and the record produced before us, the provisions of section 42 and 62 of the Companies Act, 2013, have been complied with.

In our opinion and according to the information and explanations given to us, the company has not utilized funds raised by way of private placement of equity shares for the purposes for which they were raised. These funds have been kept in fixed deposits with banks.



**11.**

- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the year, no whistleblower complaints were received by the Company. Accordingly, clause 3(xi)(c) of the Order is not applicable.

**12.** According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

**13.** According to the information and explanations given to us and the records examined by us, all transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the standalone financial statements as required by the applicable Accounting Standards.

**14.**

- (a) Based on the information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.

**15.** In our opinion, the Company has not entered into any non-cash transactions with the directors or persons covered under section 192 of the Act.

**16.**

- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.

**17.** The Company has not incurred cash losses in the current and in the immediately preceding financial year.

**18.** There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

**19.** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, there is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the Companies Act, 2013. Accordingly, reporting under clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
21. The company does not prepare Consolidated Financial Statements as it does not have any subsidiaries, joint ventures and associates. Accordingly, the provisions of this clause 3(xxi) of the Order are not applicable to the company.

**For Banthia Damani & Associates**

Chartered Accountants

Firm Reg. No. 126132W

Place: Nagpur

Date: 30<sup>th</sup> May, 2024

UDIN: 24042804BKBKEY6537

**(Rajeev Damani)**

**Partner**

M. N. 42804

**“Annexure B” to the Independent Auditors’ Report to the Share Holders of Micropro Software Solutions Limited**

(Formerly known as Micropro Software Solutions Private Limited)

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 **Micropro Software Solutions Limited** (“the Company”) (formerly known as Micropro Software Solutions Private Limited) as of 31<sup>st</sup> March, 2024 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 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”) 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 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, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, 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.

**For Banthia Damani & Associates**

Chartered Accountants

**Firm Reg. No. 126132W**

Place: Nagpur

Date: 30<sup>th</sup> May, 2024

UDIN: **24042804BKBKEY6537**

**(Rajeev Damani)**

**Partner**

M. N. 42804

Particulars	Notes	As at 31.03.2024	As at 31.03.2023
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	1,429.94	25.00
Reserves and surplus	2	3,315.53	1,622.39
		4,745.47	1,647.39
<b>Non-Current Liabilities</b>			
Long-term borrowings	3	-	147.97
Deferred tax liabilities (Net)	4	46.15	28.68
Long-term provisions	5	29.68	33.41
		75.83	210.06
<b>Current Liabilities</b>			
Short-term borrowings	6	392.00	250.00
Trade payables	7		
- dues of MSMEs		5.20	7.24
- dues of other than MSMEs		70.50	90.48
Other current liabilities	8	128.07	212.97
Short-term provisions	9	110.00	230.70
		705.77	791.39
<b>TOTAL</b>		<b>5,527.07</b>	<b>2,648.84</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment and Intangible assets	10		
(i) Property, Plant & Equipment		1,126.87	837.24
(ii) Intangible assets		43.80	0.10
Non-current Investments	11	37.00	37.00
Other non-current assets	12	46.21	137.21
		1,253.87	1,011.56
<b>Current Assets</b>			
Inventories	13	70.38	63.27
Trade receivables	14	1,515.66	1,214.25
Cash and bank balance	15	2,276.20	168.86
Short-term loans and advances	16	405.52	187.08
Other current assets	17	5.45	3.82
		4,273.20	1,637.28
<b>TOTAL</b>		<b>5,527.07</b>	<b>2,648.84</b>
Significant Accounting Policies	25		

The accompanying notes are an integral part of the financial statements.

In terms of our report of even date attached

**For Banthia Damani & Associates**

**Chartered Accountants**

**ICAI Firm Reg.no.0126132W**

**Rajeev Damani**

**Partner**

M.No.42804

Place: Nagpur

Date: 30th May, 2024

UDIN: 24042804BKBEKY6537

**For Micropro Software Solutions Limited**

**(Sanjay Mokashi)**

Managing Director

DIN: 01568141

**(Meher Pophali)**

Wholetime Director

DIN: 01568099

**(Sulabh Singh Parihar)**

Company Secretary

M.No. : 46803

**(Sunil Chaudhari)**

Chief Financial Officer

PAN : AAIPC2264Q

**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**
**CIN: L72200MH1996PLC102385**
**Profit & Loss account for the year ended 31.03.2024**
**(Rs. in lacs)**

Particulars	Notes	Year ended 31.03.2024	Year ended 31.03.2023
<b>INCOME</b>			
Revenue from operations	18	2,148.25	2,205.53
Other Income	19	80.06	11.67
<b>Total Revenue</b>		<b>2,228.31</b>	<b>2,217.21</b>
<b>EXPENSES</b>			
Purchases of Stock-in-Trade		228.73	269.02
Purchases of Services		202.99	95.45
Changes in Inventories of Stock-in-trade	20	(7.10)	(6.21)
Employee benefits expense	21	832.69	675.77
Finance costs	22	70.49	30.69
Depreciation and amortisation expense	10	90.51	70.23
Other expenses	23	365.63	258.69
<b>Total Expenses</b>		<b>1,783.93</b>	<b>1,393.65</b>
<b>Profit before exceptional item &amp; tax</b>		<b>444.38</b>	<b>823.56</b>
<b>Profit/ (Loss) before tax</b>		<b>444.38</b>	<b>823.56</b>
<b>Tax expenses</b>			
-Current tax		110.00	230.70
-Deferred tax		17.47	7.00
- Income tax (earlier years)		6.04	12.70
		<b>133.51</b>	<b>250.40</b>
<b>Profit/(Loss) for the year</b>		<b>310.87</b>	<b>573.16</b>
Adjusted earnings per equity share			
Basic & Diluted (in Rs.)	24	2.61	5.59
Significant Accounting Policies	25		

The accompanying notes are an integral part of the financial statements.  
In terms of our report of even date attached

**For Banthia Damani & Associates**  
**Chartered Accountants**  
**ICAI Firm Reg.no.0126132W**

**Rajeev Damani**  
**Partner**  
M.No.42804  
Place: Nagpur  
Date: 30th May, 2024  
UDIN: 24042804BKBEKY6537

**For Micropro Software Solutions Limited**

**(Sanjay Mokashi)**  
Managing Director  
DIN: 01568141

**(Meher Pophali)**  
Wholetime Director  
DIN: 01568099

**(Sulabh Singh Parihar)**  
Company Secretary  
M.No. : 46803

**(Sunil Chaudhari)**  
Chief Financial Officer  
PAN : AAIPC2264Q

**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**  
**CIN: L72200MH1996PLC102385**  
**Cash Flow Statements for the Year Ended March 31,2024**

(Rs. in lacs)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	444.38	823.56
<b>Adjustment for:-</b>		
Depreciation and Amortisation Expense	90.51	70.23
Finance Costs	70.49	30.69
Interest Income	(70.28)	(6.22)
Provision for Gratuity	(3.72)	(4.58)
Share issue Expenses	(464.31)	-
Income Tax (Earlier Year)	(6.04)	(12.70)
<b>Operating Profit before Working Capital Changes</b>	<b>61.03</b>	900.98
<b>Adjustment for:-</b>		
Trade & Other Assets	(430.47)	(603.28)
Inventories	(7.10)	(6.21)
Trade Payables & Other Liabilities	(106.92)	(25.37)
Direct Taxes Paid	(230.70)	(65.42)
<b>CASH USED IN OPERATING ACTIVITIES (A)</b>	<b>(714.17)</b>	200.72
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(423.83)	(8.12)
Change in Non Current Investment	-	0.15
Interest Income	70.28	6.22
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>(353.55)</b>	(1.75)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from preferential & IPO share issue	3,251.52	-
Proceeds from / (Repayment) of Borrowing	(5.97)	(194.08)
Interest & Finance Charges Paid	(70.49)	(30.69)
<b>CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>3,175.06</b>	(224.77)
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>2,107.34</b>	(25.80)
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>168.86</b>	194.66
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>2,276.20</b>	168.86

In terms of our report of even date attached

**For Banthia Damani & Associates**  
**Chartered Accountants**  
**ICAI Firm Reg.no.0126132W**

**Rajeev Damani**  
**Partner**  
M.No.42804  
Place: Nagpur  
Date: 30th May, 2024  
UDIN: 24042804BKBKEY6537

**For Micropro Software Solutions Limited**

(Sanjay Mokashi) (Meher Pophali)  
Managing Director Wholetime Director  
DIN: 01568141 DIN: 01568099

(Sulabh Singh Parihar) (Sunil Chaudhari)  
Company Secretary Chief Financial Officer  
M.No. : 46803 PAN : AAIPC2264Q

**1) SHARE CAPITAL:**

	As at 31.03.2024		As at 31.03.2023	
	Number	Amt (Rs. in lacs)	Number	Amt (Rs. in lacs)
Equity Shares of Rs.10/- each	15,000,000	1,500.00	-	-
Equity Shares of Rs.100/- each	-	-	25,000	25.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs.10/- each	14,299,400	1,429.94	-	-
Equity Shares of Rs.100/- each	-	-	25,000	25.00
<b>Total Share Capital</b>		<b>1,429.94</b>		<b>25.00</b>

**1.1 The reconciliation of the number of shares and amount outstanding at the beginning and end of the reporting period:**

	As at 31.03.2024		As at 31.03.2023	
	Number	Amt (Rs. in lacs)	Number	Amt (Rs. in lacs)
<b>(i) Equity Shares of Rs.100/- each</b>				
Equity shares outstanding at the beginning of the period	25,000	25.00	25,000	25.00
Less: Splitting of 1 share of Rs.100/- each to 10 shares of Rs.10/- each	(25,000)	(25)	-	-
Equity shares outstanding at the end of the period	-	-	25,000	25.00
<b>(ii) Equity Shares of Rs.10/- each</b>				
Equity shares outstanding at the beginning of the period	-	-	-	-
Add: Splitting of 1 share of Rs.100/- each to 10 shares of Rs.10/- each	250,000	25.00	-	-
Add: Bonus issue (ratio of 40:1)	10,000,000	1,000.00	-	-
Add: Private placement offer	259,000	25.90	-	-
Add: Initial Public Offer	3,790,400	379.04	-	-
<b>Equity shares outstanding at the end of the period</b>	<b>14,299,400</b>	<b>1,429.94</b>	<b>-</b>	<b>-</b>

**1.2 The details of shareholders holding more than 5% shares:**

Name	As at 31.03.2024		As at 31.03.2023	
	No. of shares	% held	No. of shares	% held
Swati Rajurkar (Promoter)	1,619,500	11.33%	3,950	15.80%
Meenakshee Mokashi (Promoter)	1,578,500	11.04%	3,850	15.40%
Hitesh Parikh (Promoter)	1,496,500	10.47%	3,650	14.60%
Meher Pophali	1,291,500	9.03%	3,150	12.60%
Manish Peshkar	1,148,000	8.03%	2,800	11.20%
Srinivas C. Sabbineni	1,148,000	8.03%	2,800	11.20%
Shefali Parikh (Promoter)	738,000	5.16%	1,800	7.20%
Sanjay Mokashi(Promoter)	656,000	4.59%	1,600	6.40%
Prashant Rajurkar (Promoter)	574,000	4.01%	1,400	5.60%

- 1.3** The Company has only one class of equity shares having face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and carries identical right as to dividend. These shares are not subject to any restrictions.
- 1.4** The Shareholders of the Company, had approved the sub-division (stock split) of one equity share of face value Rs. 100 each (fully paid-up) into 10 equity share of face value Rs. 10 each. Shareholders has approved the said sub-division on its meeting held on May 02, 2023.
- 1.5** In last 5 years, 1,00,00,000 Bonus shares in the ratio of 40:1 of FV Rs.10/- each were allotted on 16 June, 2023. There was no buy back or issue of shares other than for cash consideration.
- 1.6** During the year, the Company has issued 2,59,000 equity shares of FV Rs.10/- each for a price of Rs.70 per equity share in a Private Placement offer, aggregating to Rs.1,81,30,000/-. The allotment date for this is 21 July, 2023.
- 1.7** The Company's shares have been listed with National Stock Exchange of India Limited (NSE) on its Emerge Platform on 10 November, 2023, consequent to a public offer of shares during the year by the Company. During the year under review, the Company came out with its maiden 'Initial Public Offering' (IPO) of 37,90,400 Equity shares of face value of Rs.10/- each for a price of Rs.81/- per equity share aggregating to Rs.30,70,22,400/-. These shares were allotted on 8 November, 2023.
- 1.8** Details of shares held by Promoters:

Name	As at 31.03.2024		As at 31.03.2023		% change during the period
	No. of shares	% held	No. of shares	% held	
- Equity shares of Rs.10/ each					
Swati Rajurkar	1,619,500	11.33%	-	-	-
Meenakshee Mokashi	1,578,500	11.04%	-	-	-
Hitesh Parikh	1,496,500	10.47%	-	-	-
Shefali Parikh	738,000	5.16%	-	-	-
Sanjay Mokashi	656,000	4.59%	-	-	-
Prashant Rajurkar	574,000	4.01%	-	-	-
- Equity shares of Rs.100/- each					
Swati Rajurkar	574,000	4.01%	-	-	-
Meenakshee Mokashi	-	-	3,950	15.80%	-100%
Hitesh Parikh	-	-	3,850	15.40%	-100%
Shefali Parikh	-	-	3,650	14.60%	-100%
Sanjay Mokashi	-	-	1,800	7.20%	-100%
Prashant Rajurkar	-	-	1,600	6.40%	-100%

During the year ended 31st March 2024, as a result of split of shares of the Company, one share of Face Value of Rs.100/- each has been converted into Face Value of Rs.10/- each.



**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**  
**Notes to the financial statements for the year ended 31.03.2024 :**

**2) RESERVES AND SURPLUS:**

	<b>(Rs. in lacs)</b>	
	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Securities Premium</b>		
As per last financial statements	-	-
Add: Received during the year pursuant to Initial Public Offer	2,846.58	-
Less: Share Issue Expenses netted of against the above (Refer note below)	(464.31)	-
<b>Total (A)</b>	<b>2,382.27</b>	<b>-</b>
<b>General Reserve</b>		
As per last financial statements	1,622.39	1,087.21
Less: Provision for gratuity being revalued as per actuarial valuation	-	(37.99)
Less: Issue of Bonus Shares	(1,000.00)	-
Add: Balance transferred from surplus balance in the statement of profit & loss	310.87	573.16
<b>Total (B)</b>	<b>933.25</b>	<b>1,622.39</b>
<b>Surplus in the statement of profit and loss :</b>		
Balance as per last financial statements	-	-
Add: Profit/ (loss) for the period	310.87	573.16
Closing Balance	<b>310.87</b>	<b>573.16</b>
Less: Appropriations	-	-
Transfer to general reserve	(310.87)	(573.16)
Net surplus in the statement of profit and loss (C)	-	-
<b>Total (A+B+C)</b>	<b>3,315.53</b>	<b>1,622.39</b>

**Note :** The Company completed the Initial Public Offer ('IPO') of its equity shares during the financial year ended March 2024 and listed its shares on National Stock Exchange Emerge Platform on November 10th, 2023. Pursuant to the IPO, the Company has allotted 37,90,400 fresh equity shares of Rs.10/- each to public at a premium of Rs.71/- per equity share. The total share premium arising on IPO amounting to Rs.2846.58 lakhs has been accounted under securities premium reserve and the IPO related expenses amounting to Rs.464.31 lacs has been adjusted against the premium amount as above.

**3) LONG TERM BORROWINGS:**

	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
Foreign currency loan from banks (In USD)		
- Term loan (secured)	-	147.97
<b>Total</b>	<b>-</b>	<b>147.97</b>

**Note:** Term loan is secured by a registered mortgage of office building owned by the company and personal guarantee of all the directors.

**4) DEFERRED TAX LIABILITY (Net):**

	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
Deferred tax liabilities/( Assets):		
Related to Fixed Assets	46.15	28.68
<b>Total</b>	<b>46.15</b>	<b>28.68</b>

**Note:** Term loan is secured by a registered mortgage of office building owned by the company and personal guarantee of all the directors.

**(Rs. in lacs)**
**5) LONG TERM PROVISIONS**

	As at 31.03.2024	As at 31.03.2023
Provision for Gratuity	29.68	33.41
<b>Total</b>	<b>29.68</b>	<b>33.41</b>

**6) SHORT TERM BORROWINGS**

	As at 31.03.2024	As at 31.03.2023
Working capital facilities from banks :		
Overdraft (secured)	392.00	188.16
Current maturities of Long term debt	-	61.84
<b>Total</b>	<b>392.00</b>	<b>250.00</b>

\* Overdraft facility is primarily secured by a hypothecation charge on current and movable fixed assets of the company. It is further secured by a registered mortgage of office buildings owned by the company and personal guarantee of all the directors.

**7) TRADE PAYABLES**

	As at 31.03.2024	As at 31.03.2023
Undisputed dues of MSMEs	5.20	7.24
Undisputed dues of other than MSMEs	70.50	90.48
<b>Total</b>	<b>75.70</b>	<b>97.72</b>

**8) OTHER CURRENT LIABILITIES**

	As at 31.03.2024	As at 31.03.2023
Interest accrued but not due	-	1.29
Advance from customers	4.56	16.03
Statutory remittances	54.59	132.00
Other liabilities	68.93	63.65
<b>Total</b>	<b>128.07</b>	<b>212.97</b>

**9) SHORT TERM PROVISIONS**

	As at 31.03.2024	As at 31.03.2023
Provision for income tax	110.00	230.70
<b>Total</b>	<b>110.00</b>	<b>230.70</b>

**(Rs. in lacs)**
**11) NON CURRENT INVESTMENTS**

	As at 31.03.2024	As at 31.03.2023
<b>Non-trade Investments (at cost)</b>		
<b>Investment in unquoted equity instruments</b>		
i) Micropark Logistics Private Limited (37000 Equity Shares of face value Rs. 100/- fully paid up) (Previous year 37000 Equity Shares of face value Rs. 100/-fully paid up)	37.00	37.00
<b>Total</b>	<b>37.00</b>	<b>37.00</b>

**12) OTHER NON CURRENT ASSETS**

	As at 31.03.2024	As at 31.03.2023
Capital advances	18.91	-
Earnest money, Security & other deposits	23.25	34.00
Fixed Deposits (with maturity period of more than 12 months) (with Interest accrued) (security against Bank Guarantee, and overdraft)	4.04	103.22
<b>Total</b>	<b>46.21</b>	<b>137.21</b>

**13) INVENTORIES**

(As taken, valued and certified by the management)

	As at 31.03.2024	As at 31.03.2023
Stock-in-trade :		
Hardware	23.20	33.27
Software	14.18	-
Work In Progress - Software	33.00	30.00
<b>Total</b>	<b>70.38</b>	<b>63.27</b>

**14) TRADE RECEIVABLES**

	As at 31.03.2024	As at 31.03.2023
Unsecured and considered good	1,515.66	1,214.25
<b>Total</b>	<b>1,515.66</b>	<b>1,214.25</b>

For ageing schedule of trade receivables, please see note 49 (d).

**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**  
**Notes to the financial statements for the year ended 31.03.2024 :**
**15) CASH AND BANK BALANCES**
**(Rs. in lacs)**

	As at 31.03.2024	As at 31.03.2023
<b>Cash and cash equivalents</b>		
Balance with Banks		
On current accounts	274.67	167.49
Cash on hand	4.36	1.37
<b>Other bank balances</b>		
Fixed Deposits (with original maturity period of more than 3 months but less than 12 months)(with interest accrued)	1,952.36	-
Fixed Deposits (with remaining maturity less than 12 months) (with interest accrued) (security against Bank Guarantee )	44.80	-
<b>Total</b>	<b>2,276.20</b>	<b>168.86</b>

**16) SHORT TERM LOANS AND ADVANCES**

(Unsecured and considered good)

	As at 31.03.2024	As at 31.03.2023
TDS & Advance Income tax	108.00	89.27
Prepaid expenses	56.09	51.03
Advance to staff	0.44	2.32
Advance to suppliers	2.08	3.22
Inter Company Deposit (ICD)	121.71	-
Deposit to NSE	30.70	-
Advances recoverable in cash or in kind	86.50	41.24
<b>Total</b>	<b>405.52</b>	<b>187.08</b>

**17) OTHER CURRENT ASSETS**

	As at 31.03.2024	As at 31.03.2023
VAT receivable	1.63	-
GST refund receivable	3.82	3.82
<b>Total</b>	<b>5.45</b>	<b>3.82</b>

**18) Revenue from operations**

	2023-24	2022-23
<b>Sale of products</b>		
Software	240.66	272.06
Hardware	189.36	229.34
	<b>430.02</b>	<b>501.40</b>
<b>Sale of services</b>		
Software Development	234.19	587.62
Maintenance & Support services	1,480.81	1,104.62
	<b>1,715.00</b>	<b>1,692.25</b>
<b>Other Operating Revenue</b>		
Commission	3.24	11.89
	<b>3.24</b>	<b>11.89</b>
<b>Revenue from operations (Net)</b>	<b>2,148.25</b>	<b>2,205.53</b>

**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**  
**Notes to the financial statements for the year ended 31.03.2024 :**

**19) Other Income**

**(Rs. in lacs)**

	<b>2023-24</b>	<b>2022-23</b>
Interest		
- on fixed deposits with bank	70.28	6.22
- on ICD	1.77	-
Foreign exchange gain	8.01	5.45
<b>Total</b>	<b>80.06</b>	<b>11.67</b>

**20) Changes in Inventories of Stock-in-trade**

	<b>2023-24</b>	<b>2022-23</b>
<b>A. Opening stock (Traded Goods)</b>		
Hardware	33.27	27.07
Software (Work in progress)	30.00	30.00
<b>Total (A)</b>	<b>63.27</b>	<b>57.07</b>
<b>B. Closing stock (Traded Goods)</b>		
Hardware	23.20	33.27
Software	14.18	-
<b>Total (B)</b>	<b>37.38</b>	<b>33.27</b>
Software (Work In progress)	33.00	30.00
<b>Total (C)</b>	<b>33.00</b>	<b>30.00</b>
<b>C. (Increase) / Decrease in stock (A - B+C)</b>	<b>(7.10)</b>	<b>(6.21)</b>

**21) Employee benefits expenses**

	<b>2023-24</b>	<b>2022-23</b>
Salary, Bonus & Allowances	596.89	489.13
Contribution to Provident and other Fund	28.39	25.68
Workman & Staff Welfare	11.73	5.02
Director's Remuneration	195.68	155.95
<b>Total</b>	<b>832.69</b>	<b>675.77</b>

**22) Finance costs**

	<b>2023-24</b>	<b>2022-23</b>
Interest		
- to banks on Term Loan facilities	24.41	14.81
- to banks on working capital facilities	11.01	14.66
- on delayed payment of Income tax / TDS	0.60	0.21
- on delayed payment of GST	0.44	-
Bank commission & charges	15.38	1.01
Loss on foreign currency transactions / translation	18.64	-
<b>Total</b>	<b>70.49</b>	<b>30.69</b>

**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**  
**Notes to the financial statements for the year ended 31.03.2024 :**

**23) Other Expenses**

**(Rs. in lacs)**

	<b>2023-24</b>	<b>2022-23</b>
<b>Operational Expenses :</b>		
Operation and Maintenance charges	42.28	35.53
Internet and training expenses	3.84	2.69
<b>Administrative Expenses :</b>		
Rent	18.95	22.59
Rates & Taxes	3.58	5.32
Electricity	13.04	15.70
Telephone Expenses	5.73	6.63
Printing and Stationery	0.49	0.43
Conveyance	4.51	5.02
Fee and Subscription	1.27	0.64
Insurance	22.34	18.82
Repairs & maintenance : - Computers / Machinery	6.26	-
- Office Premises and Other	24.27	-
Security Charges	30.53	10.95
	2.49	2.49
Internal Audit fee	0.60	-
Legal & Professional Expenses	30.64	30.33
Payment to Auditors	4.02	1.48
Travelling Expenses	19.40	17.04
Guest house Expenses	1.82	1.35
Share listing expenses	2.76	-
CSR expense	10.00	-
Office and Other Misc. Expenses	21.42	16.93
Advertisement & Business Promotion	10.26	1.19
Commission on sales	92.98	29.27
Donation	1.37	0.98
Bad debt written off	21.31	18.90
Other	-	14.40
<b>Total</b>	<b>365.63</b>	<b>258.69</b>

**24) Earning per share:**

	<b>2023-24</b>	<b>2022-23</b>
Net profit for the period (Rs. in lacs)	310.87	573.16
Weighted average number of shares (restated)	11,933,432	10,250,000
Nominal value of each share (Rs.)	10	10
<b>Adjusted Basic and diluted earning per share (Rs. per share)</b>	<b>2.61</b>	<b>5.59</b>

**Calculation of Weighted average number of shares for EPS**

	<b>2023-24</b>	<b>2022-23</b>
Opening number of shares for the period	25,000	25,000
Add: Shares issued due to stock spilt (re-stated for previous year)	225,000	225,000
Add: Bonus shares (re-stated for previous year)	10,000,000	10,000,000
Add: Private placement of shares on 10/07/2023 (259000 shares * 265/365)	188,041	-
Add: IPO issue on 08/11/2023 (3790400 shares * 144/365)	1,495,391	-
<b>Weighted average number of shares</b>	<b>11,933,432</b>	<b>10,250,000</b>



**25) Significant accounting policies****A. Corporate Information :**

Micropro Software Solutions Limited (“the Company”) is domiciled and incorporated in India under the provisions of the Companies Act, 1956 and its shares are listed on the SME platform of the National Stock Exchange of India Limited i.e. NSE EMERGE. The registered office and the principal place of business of the Company is situated at Plot No. 28, 702, Wing A, 7th Floor, IT Park, Gayatri Nagar, Nagpur – 440022, Maharashtra, India.

The Company is engaged in the business of Software development, Technical Services, IT Solutions, designs, develops, standardizes and customizes software solutions across various industries verticals. The financial statements of the Company for the year ended 31<sup>st</sup> March, 2024 were approved and adopted by Board of Directors in their meeting dated 30<sup>th</sup> May, 2024.

**B. Summary of Significant Accounting Policies :****i) Basis of preparation and presentation of financial statements**

- a) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles & mandatory accounting standards issued by the Institute of Chartered Accountants of India and notified under the Companies (Accounting Standards) Rules, 2006.
- b) The financial statements are prepared in accordance with the relevant presentation requirement of the Companies Act, 2013, under the historical convention on the basis of going concern. The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. However where the amount is immaterial/negligible and/or establishment of accrual/determination of amount is not possible, no entries are made for accruals.
- c) The Financial Statements are presented in Indian Rupees rounded to the nearest lakhs with two decimals. The amount below the round off norm adopted by the Company is denoted as Rs.0.00 lakhs.

**ii) Use of Estimates**

The presentation 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 the estimates are recognized in the period in which the results are known / materialized.

**iii) Property, Plant & Equipment and Intangible Assets**

Property, Plant & Equipment have been stated at actual cost less accumulated depreciation and impairment, if any. Actual cost is including of freight, duties, taxes and other expenses.

Intangible Assets are recorded at the consideration paid for acquisition or development of such assets and are carried at cost less accumulated amortization and impairment, if any.

**iv) Depreciation and Amortization**

Depreciation on tangible and Amortization on intangible assets has been provided for on straight line basis as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation & amortization on additions during the year is being provided on pro-rata basis from the month of acquisition.

**v) Inventories**

The stock in trade is valued at lower of cost and net realizable value.

**vi) Operating Lease**

Lease expenses are recognized as an expense in the profit and loss account.

**vii) Foreign Currency Translation**Initial Recognition

A foreign currency transaction is any transaction that is denominated in or needs to settle in any foreign currency. Such foreign currency transactions are recorded, on initial recognition in reporting currency, by applying the exchange rate between the foreign currency and the reporting currency to the foreign currency amount at the date of the transaction.

Reporting at Subsequent Balance Sheet Dates

All foreign currency monetary items are reported at the closing rate. Non-monetary items that are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items that are carried at the fair value or similar valuation denominated in the foreign currency are reported at the exchange rates prevailing when such values were determined.

Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss.

**viii) Revenue Recognition**

Revenue is recognized when the significant risk and rewards of ownership of the goods have passed to the buyer. Service Income is recognized as per contractual terms.

**ix) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Non-current investments are carried at cost. However, provision for diminution is made to recognize a decline, if any, other than temporary, in the carrying value of the investment.

**x) Retirement Benefits**

a) **Provident Fund:** The Company's contribution to the recognized provident fund paid / payable during the year is debited to the profit and loss account.

b) **Gratuity:** The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Company estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability.

Service cost on the Company's defined benefit plan is included in employee benefits expense. Actuarial gains and losses resulting from measurements of the net defined benefit liability are also included in profit and loss statement.

c) **Short Term Employee Benefits:** Employee benefits of short term nature are recognized as expenses as and when it accrues. The Company does not follow practice of providing leave encashment to its employees.

**xi) Taxes on Income:**

a) The current tax is determined as per the provisions of the Income Tax Act.

b) Deferred income tax is recognized on timing differences, between taxable income and accounting income which originate in one period and are capable of reversal in one or more subsequent periods. The tax effect is calculated on the accumulated timing differences at the year-end based on tax rates and laws, enacted or substantially enacted as of the balance sheet date.

c) Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit entitlement.

**xii) Impaired Asset:**

Factors giving rise to any indication of any impairment of the carrying amount of the company's assets are appraised at each balance sheet date to determine and provide / revert an impairment loss following accounting standard AS-28 on "Impairment of Assets" issued by Institute of Chartered Accountants of India.

**xiii) Cash flow statement**

Cash flow statement are reported using the indirect method, whereby profit / (loss) before extra-ordinary items / exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company are segregated based on available information.

**xiv) Segment reporting**

The company has two reportable business segments: IT related services & Trading of IT hardware and software. The primary and secondary segmental financial information is shown in Note no.48.

**xv) Provisions, Contingent liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR**  
**Notes to the financial statements for the year ended 31.03.2024 :**
**26) Contingent Liabilities:-**

- a) Letter of credit and Bank Guarantees outstanding: Rs.109.05 lacs (Pre. Yr. 9.56 lacs).
- b) Income Tax department has raised a demand for Rs.9.82 lacs for AY 2018-19 (previous year Rs.9.82 lacs) against which the Company has filed an appeal with the CIT (Appeals).

27) Estimated amount of contracts remaining to be executed on capital account and not provided for is Rs.175 lacs.

**28) Initial Public Offer**

The company has voluntarily got itself converted from a 'Private Limited Company' to 'Public Limited Company' vide its certificate of Incorporation consequent to conversion dated 16<sup>th</sup> June, 2024 issued by Ministry of Corporate Affairs, India. The Company's shares have been listed with National Stock Exchange of India Limited (NSE) EMERGE Platform consequent to a public offer of shares during the year by the Company. During the year under review, the Company came out with its maiden 'Initial Public Offering' (IPO) of 37,90,400 Equity shares of face value of Rs.10/- each at a price of Rs.81/- per equity share aggregating to Rs.30,70,22,400/- . The public issue was open for subscription from 03/11/2023 till 07/11/2023. The Company got listed on 10/11/2023 on the National Stock Exchange of India Limited (NSE) Emerge Platform. The details of the Net Proceeds are set forth below:

(Rs. in lacs)

Particulars	Projected	Actuals
Gross Proceeds of the Issue	3070.22	3070.22
Less : Issue Related Expenses	450.88	464.31
	<b>2619.34</b>	<b>2605.91</b>

The Details of Utilisation of the proceeds of the IPO is given as under:

(Rs. in lacs)

Objects	Proposed	Utilisation Till 31.03.2024
Working Capital Requirement	850.00	NIL
Funding Capital Expenditure Requirements	1285.34	346.86
General Corporate Purpose	484.00	484.00
<b>TOTAL</b>	<b>2619.34</b>	<b>830.86</b>

Notes:

- (i) General Corporate Purpose amount includes Director's remuneration, employee benefit expenses, services purchased, interest and other general expenses.
- (ii) Net proceeds which were unutilized as at 31<sup>st</sup> March, 2024, have been kept in banks.

29) Balances of Trade receivables, Trade payables, Loans & advances, Long & current liabilities and Current & non-current assets are required to be confirmed / reconciled. The balances are therefore as per books of accounts only. Consequential effects /adjustment, presently unascertainable, will be provided as and when confirmed.

30) In the opinion of the Management and to the best of their knowledge and belief, the value on realisation of loans & advances and other current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

31) In the opinion of the board, the provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably necessary.

32) Remuneration paid during the year to whole time Directors: Rs.195.68 lacs (Pre. Year: Rs.155.95 lacs).

33) In view of the management, no impairment loss on its property, plant & equipment / cash generating units is considered necessary at this stage, as its expected recoverable value is more than its carrying value.

34) The statement of profit and loss of includes the following items which belong to prior periods:

- Repair & maintenance (Office premises) : Rs.12.00 lacs

35) **Payment to Auditors:**

**As Auditor,**

- Audit : Rs.2.75 lacs (P.Y. Rs. 0.90 lacs)
- Tax Audit : Rs.0.50 lacs (P.Y. Rs. 0.30 lacs)
- Certification work : Rs.0.34 lacs (P.Y. Rs. 0.06 lacs)
- Limited Review : Rs.0.43 lacs (P.Y. Rs. NIL)

36) **Foreign currency expenses and earnings**

(Rs. in lacs)

<b>Foreign Currency Expenses</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
- Professional & consultation fees	4.35	-
- Interest	23.69	13.53
- Legal expenses	7.84	1.62
- Other matters	139.14	124.06
<b>Total</b>	<b>175.02</b>	<b>139.21</b>

<b>Foreign Currency Earnings</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
- Export of goods calculated on FOB basis	-	-
- Royalty, know-how, professional and consultation fees	95.36	556.22
- Interest and dividend	-	-
- Other income	-	-
<b>Total</b>	<b>95.36</b>	<b>556.22</b>

37) GST credit receivable / availed are treated as an asset with relevant expenses being accounted net of such credit and the same is reduced to the extent of their utilizations.

38) During the year, vehicle purchased and considered as an asset by the Company is registered in the name of one of the Directors. This vehicle is being used by the Company for business purpose.

39) During the year, the Company has undertaken a review of all property, plant and equipment & Intangible assets and in the opinion of management, there is no impairment of assets as on balance sheet date and no provision for impairment is required to be recognized for the year.

40) Besides debit / credit in previous year adjustment account, amounts related to previous years arisen & settled during the year have been debited / credited to the respective heads of accounts.

41) The Employee's Gratuity Fund Scheme is managed by LIC. The present value of obligation is determined based on actuarial valuation using projected unit credit method. The following tables set out the funded status of the gratuity plan recognised as per the company's financials at 31.03.2024.



(Rs. in lacs)

Particulars	Current Year	Previous Year
1) <u>Changes of opening and closing balances of defined benefit obligation</u>		
- Present Value of Obligations as at beginning of year	41.63	40.97
- Interest Cost	3.00	2.66
- Current Service Cost	2.43	2.77
- Benefit Paid	(0.52)	(3.68)
- Actuarial (gain) / Loss on obligation	0.61	(1.10)
- Present Value of Obligations as at end of year	47.15	41.63
2) <u>Changes in opening and closing balances of fair value of plan assets</u>		
- Fair value of plan assets at beginning of year	8.23	7.16
- Expected return on plan assets	0.59	0.47
- Contribution	9.07	4.91
- Benefit paid	(0.52)	(3.68)
- Actuarial Gain / (Loss) on Plan Assets	0.10	(0.64)
- Fair Value of plan assets at the end of year	17.47	8.23
3) <u>Reconciliation of Fair value of assets and obligations</u>		
- Present value of obligations as at the end of year	47.15	41.63
- Fair value of plan assets as at the end of the year	(17.47)	(8.23)
- Net (Assets) / Liability recognized in the Balance Sheet	29.68	33.41
4) <u>Expenses Recognized in statement of Profit &amp; Loss</u>		
- Current Service Cost	2.43	2.77
- Interest Cost	3.00	2.66
- Expected return on plan assets	(0.59)	(0.47)
- Net Actuarial (Gain) / Loss recognized	0.51	(0.46)
- Expenses Recognized in statement of Profit & Loss	5.35	4.51

#### Assumptions

Particulars	Current Year	Previous Year
Discount Rate	7%	7.20%
Salary Growth Rate	10%	10%
Expected Rate of Return	7%	7.20%
Normal Retirement Age	58 years	58 years
Average Future Service	23.69 years	23.74 years

Mortality Rates: 100% Indian Assured Lives Mortality 2012-2014

Sample Rates per annum of Indian Assured Lives Mortality		
Age (in years)	Current Year	Previous Year
20	0.092%	0.092%
30	0.098%	0.098%
40	0.168%	0.168%
50	0.444%	0.444%
60	1.116%	1.116%

Investment Details

Composition of Plan Assets		
Particulars	Current Year	Previous Year
Equities	-	-
Bonds	-	-
Insurance policies	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>

**42) Disclosures required under Micro, Small and Medium Enterprise Development Act 2006**

On the basis of confirmation obtained from the supplier who are registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), details are as below:

(Rs. in lacs)

	Particulars	As at 31/03/2024	As at 31/03/2023
a.	The principal amount remaining unpaid to any supplier at the end of the year	5.20	7.24
b.	Interest due remaining unpaid to any supplier at the end of the year	-	-
c.	The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
d.	The amount of interest due and payable for the period of delay in making payment	-	-
e.	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-
	<b>Total</b>	<b>5.20</b>	<b>7.24</b>

**43)** Trade receivables includes old outstanding amounts of Rs.3.88 lacs from Microdata Simulation Solutions FZCO in which some of the directors are interested. The management believes that this is recoverable and good, hence no provision has been made in the books of accounts.

**44) Related Party Disclosures:**
**a) List of Related Parties & Relationship**

<b>Sr</b>	<b><u>Name of Party</u></b>	<b><u>Relationship</u></b>
i)	Micropark Infotrade	Directors are interested
iii)	Micropark Logistics Private Limited	Directors are interested
iv)	Microdata Simulation Solutions FZCO	Directors are interested
	<b>Key Management Personnel</b>	
i)	Mr. Sanjay Mokashi	Managing Director
ii)	Mr. Manish Peshkar	Whole-Time Director
iii)	Mr. Meher Pophali	Whole-Time Director
iv)	Mrs. Anuja Bissa	Independent Director
v)	Mr. Parag Deshpande	Independent Director
vi)	Mr. Sandeep Agrawal	Independent Director
vii)	Mrs. Meenakshi Mokashi	Spouse of Director
viii)	Mrs. Varsha Pophali	Spouse of Director
ix)	Mrs. Kshipra Peshkar	Spouse of Director
x)	Mr. Sunil Chaudhari	Chief Financial Officer
xii)	Mr. Sulabh Singh Parihar	Company Secretary

**b) Transactions with related parties**

(Rs. in lacs)

<b>Sr</b>	<b>Name of Party</b>	<b>Nature of Transaction</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
(i)	Mr. Sanjay Mokashi	Director's Remuneration	66.58	53.02
(ii)	Mr. Sanjay Mokashi	Insurance Premium paid (Employer-Employee Scheme)	3.09	3.09
(iii)	Mr. Sanjay Mokashi	Health Plan Insurance	2.07	2.07
(iv)	Mr. Meher Pophali	Director's Remuneration	64.55	51.46
(v)	Mr. Meher Pophali	Insurance Premium paid (Employer-Employee Scheme)	3.07	3.07
(vi)	Mr. Meher Pophali	Health Plan Insurance	1.82	1.82
(vii)	Mr. Manish Peshkar	Director's Remuneration	64.55	51.46
(viii)	Mr. Manish Peshkar	Insurance Premium paid (Employer-Employee Scheme)	3.07	3.07
(ix)	Mr. Manish Peshkar	Health Plan Insurance	1.65	1.65
(x)	Mrs. Meenakshi Mokashi	Salary	9.52	8.28
(xi)	Mrs. Varsha Pophali	Salary	7.94	6.90
(xii)	Mrs. Kshipra Peshkar	Salary	7.94	6.90

Sr	Name of Party	Nature of Transaction	FY 2023-24	FY 2022-23
(xiii)	Micropark Logistics Private Limited	Sales	43.92	7.82

**c) Outstanding balances with related parties**

(Rs. in lacs)

Nature of outstanding balance	Name of related party	As at 31/03/2024	As at 31/03/2023
Director's remuneration payable	Mr. Sanjay Mokashi	8.96	5.57
Director's remuneration payable	Mr. Meher Pophali	7.37	3.88
Director's remuneration payable	Mr. Manish Peshkar	8.15	5.36
Salary payable	Mrs. Meenakshi Mokashi	0.54	0.54
Salary payable	Mrs. Varsha Pophali	0.56	0.54
Salary payable	Mrs. Kshipra Peshkar	0.44	0.32
Trade receivables	Micropark Logistics Private Limited	41.09	5.64
Trade receivables	Microdata Simulations Solutions FZCO	3.94	3.88

45) The amount of borrowing cost capitalized during the year is NIL (Pre. Yr.: NIL).

**46) CSR Expenditure:** (as certified by management)

(Rs. in lacs)

	FY 2023-24	FY 2022-23
i) Gross amount required to be spent during the year	9.23	NA
ii) Gross amount spent during the year	10.00	NA

Particulars	Incurred	Yet to be incurred	Total
a) Construction/acquisition of any asset	-	-	-
b) On other purpose other than (a) above	10.00	-	10.00

**47) Lease**

Total amount of future minimum lease payments under non-cancellable operating lease is:

	Amount (Rs in lacs)
Less than 1 year	6.59
1 to 5 years	-
More than 5 years	-

**48) SEGMENT REPORTING:**

**Primary Segment Information based on business segments**

The company has 2 primary reportable business segments: IT related services & Trading of IT hardware and software.

The segmental financial information is as follows:

(Rs. in lacs)

Particulars	Year ended 31st March, 2024			Year ended 31st March, 2023		
	IT Services	Trading	Total	IT Services	Trading	Total
<b><u>REVENUE</u></b>						
Total Revenue	1,847.88	300.37	2,148.25	1,847.07	358.47	2,205.53
Less : Inter Segment Revenue	-	-	-	-	-	-
<b>Net Revenue</b>	<b>1,847.88</b>	<b>300.37</b>	<b>2,148.25</b>	<b>1,847.07</b>	<b>358.47</b>	<b>2,205.53</b>
<b><u>RESULTS</u></b>						
Profit / (Loss) before tax & Interest	844.40	59.47	903.87	1,108.02	95.65	1,203.68
Less: Interest & charges	-	-	(70.49)	-	-	(30.69)
Less: Unallocated expenditure	-	-	(461.06)	-	-	(355.64)
Add: Unallocated income	-	-	72.05	-	-	6.22
<b>Total Profit before tax</b>	<b>-</b>	<b>-</b>	<b>444.38</b>	<b>-</b>	<b>-</b>	<b>823.56</b>
<b>Provision of Tax:</b>						
- Current	-	-	(110.00)	-	-	(230.70)
- Deferred	-	-	(17.47)	-	-	(7.00)
- Income tax (earlier years)	-	-	(6.04)	-	-	(12.70)
<b>Profit/(Loss) for the year</b>	<b>-</b>	<b>-</b>	<b>310.87</b>	<b>-</b>	<b>-</b>	<b>573.16</b>
<b><u>Other Information:</u></b>						
Assets	2,126.07	63.94	2,190.01	1,410.23	100.86	1,511.09
Unallocated Asset	-	-	3,337.06	-	-	1,137.75
Liabilities	133.39	37.76	171.15	72.58	65.53	138.11
Unallocated Liabilities	-	-	610.46	-	-	863.34
<b>Capital Employed</b>	<b>1,992.69</b>	<b>26.18</b>		<b>1,337.65</b>	<b>35.32</b>	
(Segmental Assets - Segmental Liabilities)						
Capital Expenditure	369.40	-	369.40	5.31	-	5.31
Unallocated Capital Expenditure	-	-	54.43	-	-	2.81
Depreciation & Amortisation	27.46	-	27.46	7.33	-	7.33
Unallocated Depreciation & Amortisation	-	-	63.06	-	-	62.90

#### Secondary Segment Information based on geographical segments

##### Break-up of Revenue from Operations

(Rs. in lacs)

Particulars	FY 2023-24	FY 2022-23
<u>Revenue from Indian Operations</u>		
- Domestic sales	2052.89	1649.31
- Exports	16.58	303.30
<u>Revenue from Overseas Operations</u>		
- UAE	78.78	252.92
<b>TOTAL</b>	<b>2148.25</b>	<b>2205.53</b>

Information about geographical segments for the year ended <b>March 31, 2024</b>			
	<b>India</b>	<b>Overseas (UAE)</b>	<b>Total</b>
<b>For the year 2023-24</b>			
Segment assets	5262.76	264.31	5527.07
Additions in Property, Plant & Equipment:			
-Tangible assets	347.67	-	347.67
-Intangible assets	76.16	-	76.16
<b>For the year 2022-23</b>			
Segment assets	2233.78	415.06	2648.84
Additions in Property, Plant & Equipment:			
-Tangible assets	7.82	0.30	8.12
-Intangible assets	-	-	-

**49) Additional regulatory information as required under Companies Act 2013**

**(a) Title deeds of immovable property**

All the title deeds of immovable properties are held in the name of the Company.

**(b) Capital Work-in-Progress Ageing Schedule**

There is no capital work-in-progress for the current year or the previous year. Hence this clause is not applicable.

**(c) Trade Payables Ageing Schedule**

(Rs. in lacs)

Particulars	Outstanding for following periods				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
For the year ending 31/03/2024					
(i) MSME	5.20	-	-	-	5.20
(ii) Others	69.20	0.81	0.50	-	70.50
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
For the year ending 31/03/2023					
(v) MSME	7.24	-	-	-	7.24
(vi) Others	79.46	11.02	-	-	90.48
(vii) Disputed dues- MSME	-	-	-	-	-
(viii) Disputed dues- Others	-	-	-	-	-



**(d) Trade Receivables Ageing Schedule**

(Rs. in lacs)

Particulars	Outstanding for following periods					
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
<b>For the year ending 31/03/2024</b>						
(i) Undisputed trade receivables-considered good	1070.43	65.07	342.64	21.43	16.08	1515.66
(ii) Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables-considered good	-	-	-	-	-	-
(iv) Disputed trade receivables-considered doubtful	-	-	-	-	-	-
<b>For the year ending 31/03/2023</b>						
(v) Undisputed trade receivables-considered good	1036.47	4.42	138.79	16.56	16.30	1212.54
(vi) Undisputed trade receivables-considered doubtful	-	-	-	-	-	-
(vii) Disputed trade receivables-considered good	-	-	-	-	1.71	1.71
(viii) Disputed trade receivables-considered doubtful	-	-	-	-	-	-

**(e) Key Financial Ratios**

S. No.	Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance in %	Reason for Variance if more than 25%
1	Current Ratio	Current Assets	Current Liabilities	6.05	2.07	192.66%	Cash and bank balances have increased significantly compared to previous year.
2	Debt-Equity Ratio	Total Debt	Shareholders' Funds	0.08	0.24	-65.81%	Shareholders' funds has increased significantly as compared to previous year due to IPO share issue.
3	Debt Service Coverage Ratio	Earnings for debt service = Profit after tax + Depreciation + Interest	Debt Service = Interest + Principal repayments of term loans	6.69	7.28	-8.11%	-
4	Return on Equity Ratio	Profit after tax	Average Shareholders' Funds	0.10	0.42	-76.59%	Shareholders' funds has increased significantly as compared to previous year due to IPO.
5	Inventory Turnover Ratio	Net Sales (excl. commission and support services)	Average Inventory	9.94	18.10	-45.08%	Net Sales (excl. commission and support services) has decreased as compared to previous year.

S. No.	Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance in %	Reason for Variance if more than 25%
6	Trade Receivables Turnover Ratio	Net Sales	Average Trade Receivables	1.57	2.51	-37.26%	Average trade receivables have increased significantly as compared to previous year.
7	Trade Payables Turnover Ratio	Net Purchases	Average Trade Payables	4.98	3.38	47.37%	Average Trade Payables have decreased significantly as compared to previous year.
8	Net Capital Turnover Ratio	Net Sales	Working Capital = Current Assets - Current Liabilities (excl. current maturities of long term debt)	0.60	2.43	-75.22%	Current assets have increased significantly thus increasing the working capital significantly compared to previous year.
9	Net Profit Ratio	Profit before tax	Net Sales	0.21	0.37	-44.60%	Profit before tax has decreased as compared to previous year.
10	Return on Capital Employed	Earning before interest and tax	Capital Employed = Net worth + Total debt	0.10	0.42	-76.00%	EBIT has decreased and Capital Employed has increased significantly (due to IPO) as compared to previous year.
11	Return on Investment	Profit before tax	Average Total Assets	0.11	0.34	-68.48%	Profit before tax has decreased and Average Total Assets have increased significantly (due to IPO) as compared to previous year.

Note: Explanations have been provided for any change in the ratio by more than 25% as compared to 31 March 2023.

**(f) Benami Property**

The Company did not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

**(g) Borrowings secured against current assets**

The Statement of current assets filed by the Company with banks are in agreement with the books of accounts and there are no material deviations.

**(h) Wilful Defaulter**

The Company had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

**(i) Relationship with Stuck off Companies**

The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.

**(j) Utilisation of borrowed funds**

- i. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - i.i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - ii. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- ii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - ii.i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - ii.ii. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

**(k) Details of Crypto Currency or Virtual Currency**

The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence disclosure relating to it are not applicable.

**(l) Undisclosed Income**

The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

**(m) Valuation of Property, Plant & Equipment, intangible assets and investment property**

The Company has not revalued its property, plant and equipment (including Right of Use Assets) or intangible assets or both during the current or previous year.

(n) **Loans to related parties and others**

The Company had not granted any loans or advances in the nature of loans to promoters, directors, KMP's and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person that:

- i. Are repayable on demand
- ii. Without specifying any terms or period of repayment

(o) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

(p) **Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

**50) Events occurring after the Balance Sheet date**

No adjusting or significant non-adjusting events have occurred between 31 March 2024 and the date of authorisation of these standalone financial statements.

**51)** Previous year's figures have been regrouped / rearranged wherever necessary to make them comparable with this year's figures.

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As per our report of even date  
**For Banthia Damani & Associates**  
**Chartered Accountants**  
Firm Reg. No.0126132W

**For Micropro Software Solutions Limited**

**(Rajeev Damani)**  
**Partner**  
M.No.042804

**(Sanjay Mokashi)**  
Managing Director  
DIN: 01568141

**(Meher Pophali)**  
Wholetime Director  
DIN: 01568099

UDIN:24042804BKBKEY6537  
Place: Nagpur  
Date: 30<sup>th</sup> May, 2024

**(Sulabh Singh Parihar)**  
Company Secretary  
M.No. : 46803

**(Sunil Chaudhari)**  
Chief Financial Officer  
PAN : AAIPC2264Q

# Notice

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting (“AGM”) of the members of Micropro Software Solutions Limited (“Micropro” or “Company”) will be held on Friday, the 20<sup>th</sup> day of September, 2024 at 12:30 P.M. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements consisting of Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date along with notes and the Reports of the Board of Directors and Auditors, including annexures, thereon.
2. To appoint a Director in place of Mr. Sanjay Mokashi (DIN: 01568141), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

### 3. RE-APPOINTMENT OF THE STATUTORY AUDITORS:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. Banthia Damani & Associates, Chartered Accountants, having Firm Registration No. 126132W be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 28<sup>th</sup> Annual General Meeting till the conclusion of the 33<sup>th</sup> Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

**By Order of the Board of Directors  
For Micropro Software Solutions Limited**

**Date : 05.08.2024**

**Place: Nagpur**

**Sd/-  
Sulabh Singh Parihar  
Company Secretary And Compliance Officer**



## NOTES:

- 1) The relevant details in respect of Directors seeking reappointment at the AGM, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed.
- 2) Since explanatory statement is not applicable for item no 3 of notice following note is given for information of members.

M/s. Banthia Damani & Associates, Chartered Accountants, Nagpur (Firm Registration No. 0126132W) was appointed as Statutory Auditor of the Company to hold such office for a period of 5 (Five) years till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2023-2024. The term of the existing Statutory Auditor will expire in the ensuing General Meeting. On the basis of recommendation of the Audit Committee, the Board of Directors of the Company, has re-appointed M/s. Banthia Damani & Associates, (Firm Registration No. 0126132W), Chartered Accountants as the Statutory Auditors of the Company for a period of 05 years from the financial year 2024-2025 to 2028-2029. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution for approval by the members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

## Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed statutory audit fee payable to auditors	as may be fixed by the Board of Directors in consultation with statutory auditor
Terms of appointment	until the conclusion of this 33 <sup>rd</sup> Annual General Meeting
Material change in fee payable	NA
Basis of recommendation and auditor credentials	The recommendation is based on the fulfilment of the eligibility criteria prescribed by the Companies Act, 2013 and other regulatory requirements.

- 3) Pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 10/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI and all other relevant circulars issued from time to time, Companies are allowed to hold Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of the Members at the AGM venue. Hence, Members can attend and participate in the ensuing AGM through VC / OAVM in compliance with the aforesaid Circulars, provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 4) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 5) As the AGM of the Company will be held through VC / OAVM, the route map of the venue of the Meeting is not attached to this notice.
- 6) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 7) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 13th September, 2024 to Friday, the 20th September, 2024 (both days inclusive).
- 9) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 10) In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the financial year 2023-24 will also be available on the Company's website at <https://www.microproindia.com/investor-relations/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 11) EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

- 12) Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
- 13) Voting rights will be in proportion to the shares registered in the name of the Members as on 13th September, 2024 (cut-off date). Only those Members whose names are recorded in the Registers of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or by e-voting at the AGM. Members, who cast their votes by remote e-voting prior to AGM, may attend the Meeting but will not be entitled to cast their vote again or change their vote subsequently.

The e-voting facility shall be made available during the meeting to the Members attending the meeting through Video Conferencing and who have not cast their vote before the AGM.
- 14) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to R&TA in case the shares are held in physical form.
- 15) As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live. For receiving all communication (including Annual Report) from the Company electronically, the members are requested to register / update their email addresses with the Registrar and Share Transfer Agent or relevant Depository Participant (DP), as the case may be.
- 16) CS Namita Buche, Practicing Company Secretary (ICSI Membership Number: A36514 and C. P. Number 14220), Nagpur, has been appointed as the Scrutinizer to scrutinize the e-voting / ballot process.
- 17) The facility for voting through Ballot shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through Ballot.
- 18) Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 16<sup>th</sup> September, 2024 at 09:00 A.M. and ends on 19<sup>th</sup> September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2024.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### Step 1: Access to NSDL e-Voting system

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-</li> </ol>

	<p>Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [namitabuche0106@gmail.com](mailto:namitabuche0106@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@microproindia.com](mailto:compliance@microproindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@microproindia.com](mailto:compliance@microproindia.com).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@microproindia.com](mailto:compliance@microproindia.com) .The same will be replied by the company suitably.

## ANNEXURE

### DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[Pursuance to the provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI)]

<b>Name of the Directors</b>	<b>Mr. Sanjay Mokashi</b>
<b>Director Identification Number ("DIN")</b>	01568141
<b>Date of Birth</b>	05/07/1963
<b>Nationality</b>	Indian
<b>Designation</b>	Managing Director
<b>Date of Appointment on Board</b>	05/09/1996
<b>Qualification</b>	Postgraduate (M.Sc. in Statistics)
<b>Brief Profile &amp; Nature of expertise in specific functional areas</b>	<p>Mr. Sanjay Mokashi is a holds a bachelor's degree in science from institute of Science from Nagpur and Postgraduate (M.Sc. in Statistics) from Institute of Science, Nagpur University. He also completed Postgraduate Diploma in computer science and Application from Nagpur University.</p> <p>Mr. Sanjay Mokashi has over 36 years of experience in the information technology sector. Mr. Sanjay Mokashi is the founder and has been on the Board of the Company. Mr. Sanjay Mokashi heads the Marketing and Alliances. He has significantly contributed towards Company's development from its nascent stage and his efforts have helped the Company in its core business development.</p>
<b>Number of Shares held in the Company</b>	656000
<b>List of Directorships in Other Company (In Listed Entities)</b>	NIL
<b>Chairman / Member in the Committees of Board of other Companies in which he / she is the Director (In Listed Entities)</b>	NIL
<b>Disclosure of relationships with Directors/ Manager/ Key Managerial Personnel</b>	There is no relation between the Directors/ Manager/ Key Managerial Personnel of the Company and Mr. Sanjay Mokashi



### Notes:

115





**REGISTERED OFFICE**

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