

Date: 02.09.2025

To,
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 29th Annual General Meeting and Annual Report for the Financial Year 2024-25.

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 2024-25 along with Notice of 29th Annual General Meeting ("AGM")

Kindly note that the 29th Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, the 26th day of September, 2025 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 08th April 2020, 13th April 2020, 5th May 2020, 28th December, 2022 and 25th September, 2023 and subsequent circulars issued in this regard, the latest being dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3rd October, 2024 ('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 Financial Year 2024-25 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, 29th August, 2025 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 evoting to enable Members to cast their votes electronically. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	From 9.00 a.m. (IST) on 23 rd September, 2025
End of e-Voting	Upto 5.00 p.m. (IST) on 25 th September, 2025



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, 19th September, 2025 may cast their votes electronically. E-voting shall not be allowed after 5:00 P.M. on Thursday, 25th September, 2025. 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/ and on the website of NSDL i.e. www.microproindia.com/investor-relations/ and on the website of India Limited, at www.nseindia.com.

The Notice of AGM along with the Annual Report for the financial year 2024-25 is also being made available on the website of the Company at: 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





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MICROPRO - AT A GLANCE:



With a legacy of over three decades, Micropro has consistently delivered successful IT projects for medium and large enterprises. Backed by a team of 130+ highly skilled technology experts, we have established ourselves as a trusted partner in driving digital transformation. Our agile approach, combined with reliable has enabled us to add significant value to diverse digital ecosystems.

While we possess the capability to execute large-scale, complex projects, we continue to uphold the personalized attention and client-centric focus typical of a boutique firm. Today, Micropro proudly serves a robust clientele of over 4,000 customers, with a strong presence in India, the UAE, and Africa.

We believe in shaping the innovations of tomorrow, today. Our expertise lies in designing, developing, and standardizing key software solutions for a wide range of industry verticals, alongside delivering customized software for various Government Departments, PSUs, and Corporate Enterprises at both Central and State levels. As a solution-driven organization, we engage with clients through an innovation-led approach that directly impacts their business outcomes. Our deep understanding of industry-specific challenges, combined with technological excellence, allows us to craft solutions that generate tangible value and deliver measurable results.

At Micropro, we emphasize collaboration and strategic partnerships to drive innovation and deliver outstanding results. We highly value the relationships nurtured with our partners, working together to build mutually rewarding alliances that enable growth and bring forth advanced, cutting-edge solutions to our clients.



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



- Certification
 - ➤ ISO 9001: 2015
 - ➤ CMMI Level 3
- Technology Certified Resource pool



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

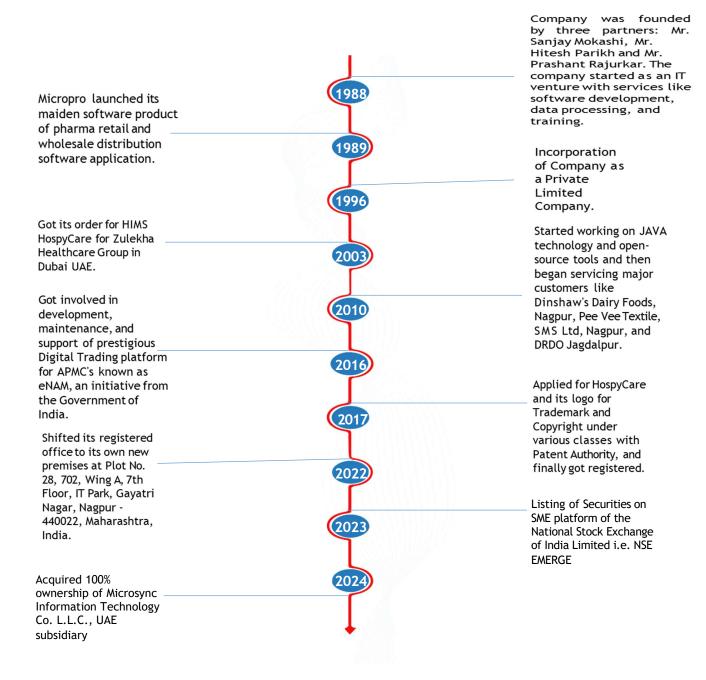


- Handling TurnkeyIT Projects
- Systematic Driven based Approach
- Need based SLA for clients
- Experienced offshore Back-up team

Annual Report 2024-25



THE JOURNEY SO FAR:





Building Bonds, Celebrating Cultures

GLIMPSE OF YEARLY OUTBOUND ACTIVITY



Micropro organized various activities aimed at fostering team bonding, enhancing communication, and revitalizing employee morale. These initiatives were thoughtfully designed to align with the Company's core values of collaboration, innovation, and continuous learning. In addition to outbound programs, we take pride in celebrating the rich cultural diversity of India through various festive events, bringing employees together to cherish traditions, promote inclusivity, and strengthen our organizational culture.





Glimpse of Campus recruitment drive



MICROPRO HACKATHON WINNERS





19TH INDEPENDENCE DAL







GLIMPSE OF INDEPENDENCE DAY CELEBRATION



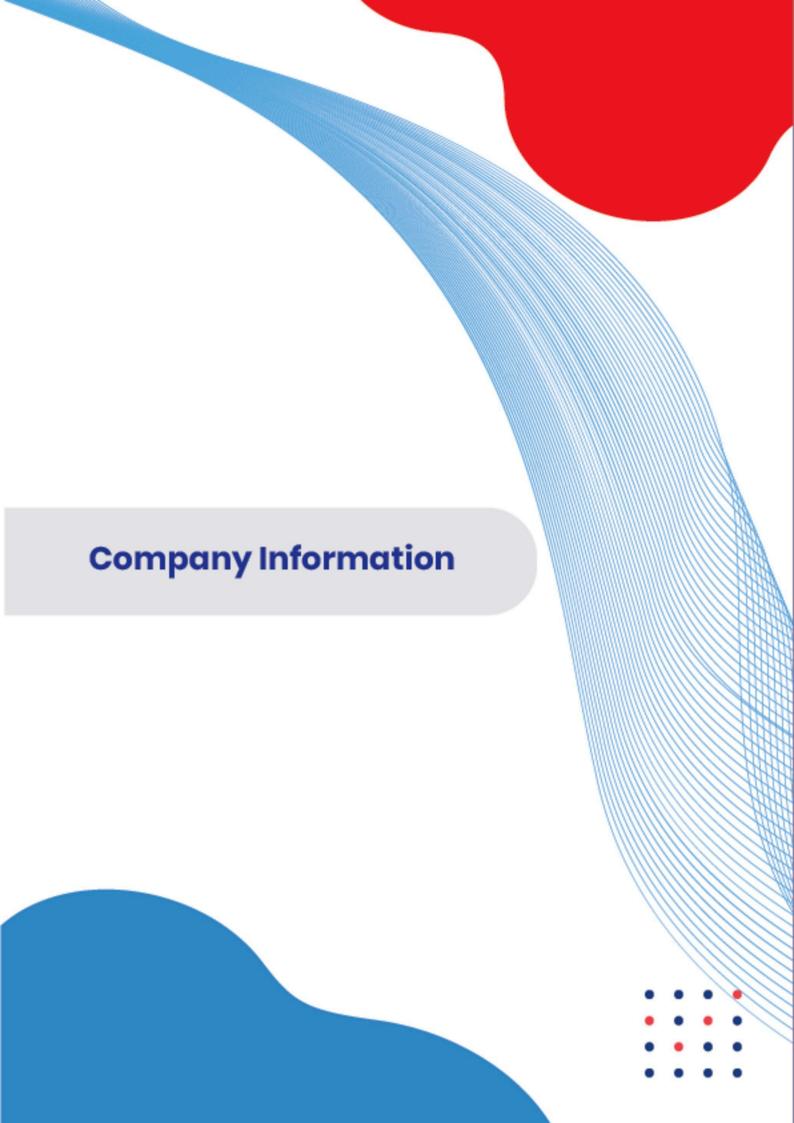


GLIMPSE OF GANESH CHATURTHI CELEBRATION





Women's day Celebration





COMPANY INFORMATION:

MICROPRO SOFTWARE SOLUTIONS LIMITED

CIN: L72200MH1996PLC102385 | ISIN: INE0PZK01014

Board of Directors:

Mr. Sanjay Mokashi Mr. Parag Sham Deshpande

Managing Director Non-Executive, Independent Director

DIN: 01568141 DIN: 10195204

Mr. Meher Pophali Mr. Sandeep Kunjbihari Agarwal Whole-time Director Non-Executive, Independent Director

DIN: 01568099 DIN: 10190189

Mr. Manish Peshkar* Ms. Anuja Subhash Bissa

Whole-time Director Non-Executive, Independent Director

DIN: 01568162 DIN: 08284537

Board Committees:

*resigned on 14.07.2025

Audit Committee: Stakeholders Relationship Committee:

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

Nomination and Remuneration Committee:

Corporate Social Responsibility Committee: Mr. Sandeep Agarwal Mr. Sanjay Mokashi - Chairman - Chairman Mr. Meher Pophali - Member Mr. Parag Deshpande - Member Mr. Sanjay Mokashi - Member Ms. Anuja Subhash Bissa - Member

Chief Financial Officer & Company Secretary

Mr. Sunil Nilkanth Chaudhari* Chief Financial Officer *Retired on 01.07.2025

Mr. Sulabh Singh Parihar Company Secretary & Compliance Officer

Auditors

Statutory Auditor

Banthia Damani & Associates Chartered Accountants

Banker:

Yes Bank Limited Civil Lines Branch, Nagpur Maharashtra, India, Website: www.yesbank.in

Internal Auditor

Bhasin Datar Associates Chartered Accountants

Registered Office:

Plot No. 28, 702, Wing A, 7th Floor, IT Park, Gayatri Nagar, Nagpur, Maharashtra, India, 440022,

https://www.microproindia.com

Secretarial Auditor

CS Namita Buche **Practicing Company Secretary**

Registrar & Transfer Agent:

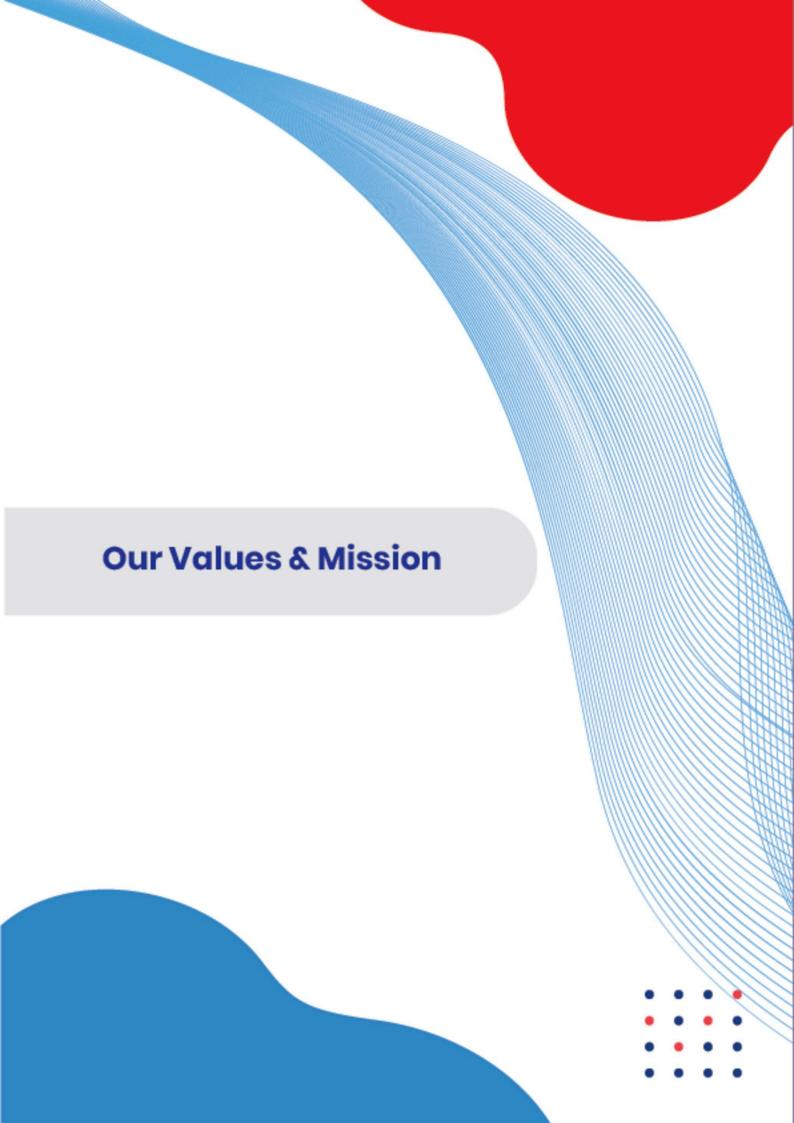
Purva Shareregistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East) Mumbai-400011, Maharashtra, India,

Telephone: +91 022 4961 4132

Investor Grievance Email ID: support@purvashare.com

Website: www.purvashare.com

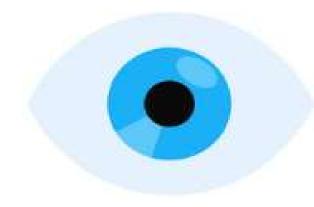
SEBI Registration Number: INR000001112





OUR VALUES & MISSION:

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 Yadavroa Mokashi Managing Director

Mr. Sanjay Yadavroa 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 Shreeram Pophali Whole-time Director

Mr. Meher Shreeram 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

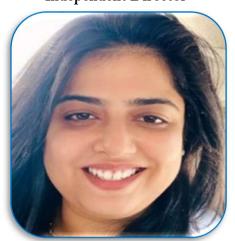




Mr. Parag Sham Deshpande Independent Director



Mr. Sandeep Agrawal Independent Director



Ms. Anuja Subhash Bissa Independent Director

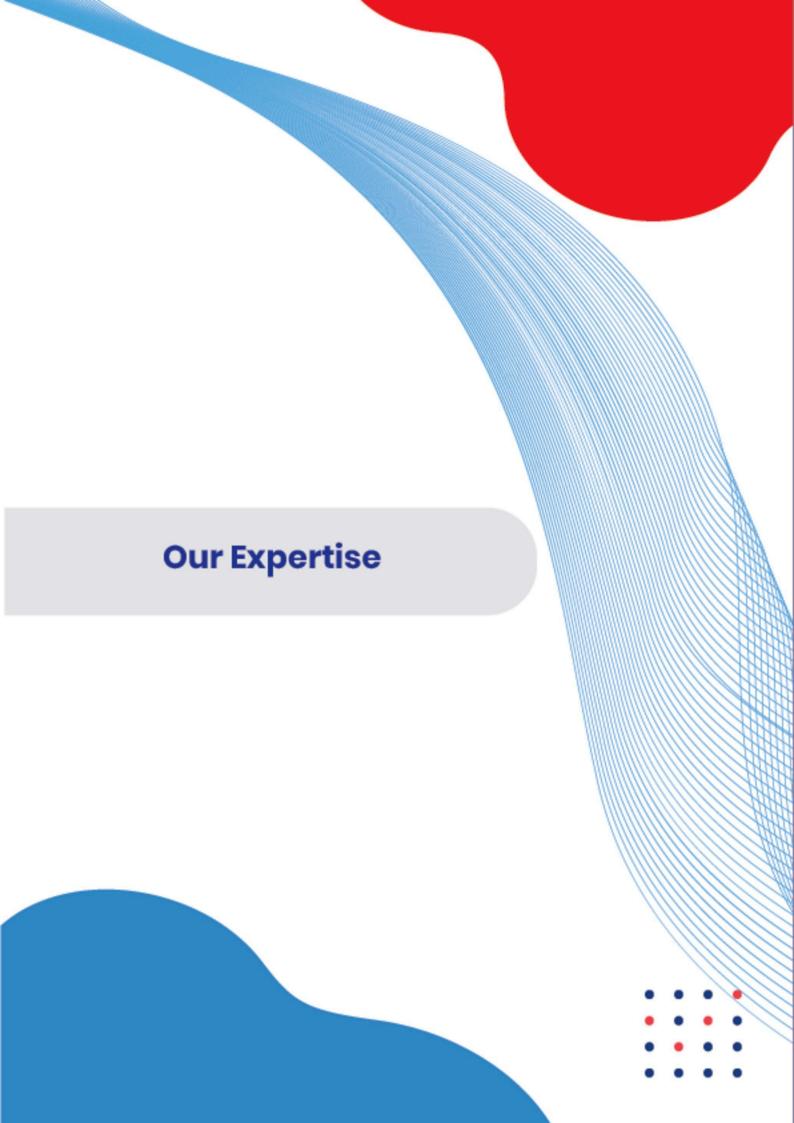
Mr. Parag Sham Deshpande has completed M.Tech. in Computer Science from IIT, Bombay and also completed Ph.D. from Nagpur University. He worked as head of Department of Computer Science & Engineering in Visvesvaraya National Institute of Technology (VNIT Nagpur) for the period of 2 (two) years. He also 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 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 is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a Law Graduate from Mumbai University. She possesses rich expertise in secretarial and legal matters, with a strong focus on corporate governance, regulatory compliance, and advisory services. Her professional knowledge and legal acumen add significant value to the organization's strategic and compliance framework.





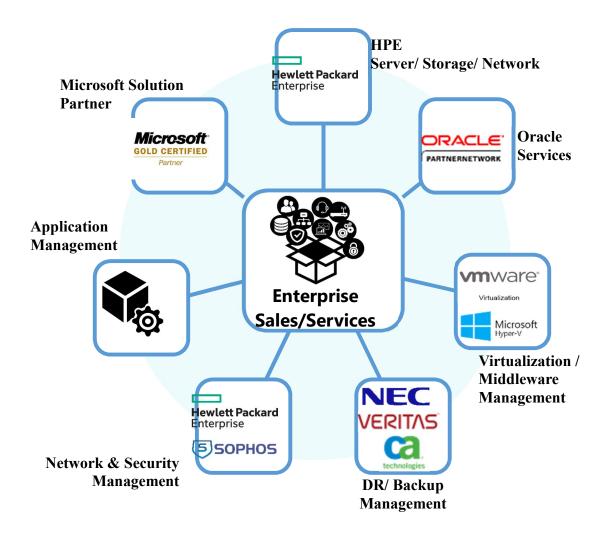
OUR EXPERTISE:

Domain Expertise

e-Governance Consumer Goods Automobile Healthcare Pharma Energy Optimization Universities

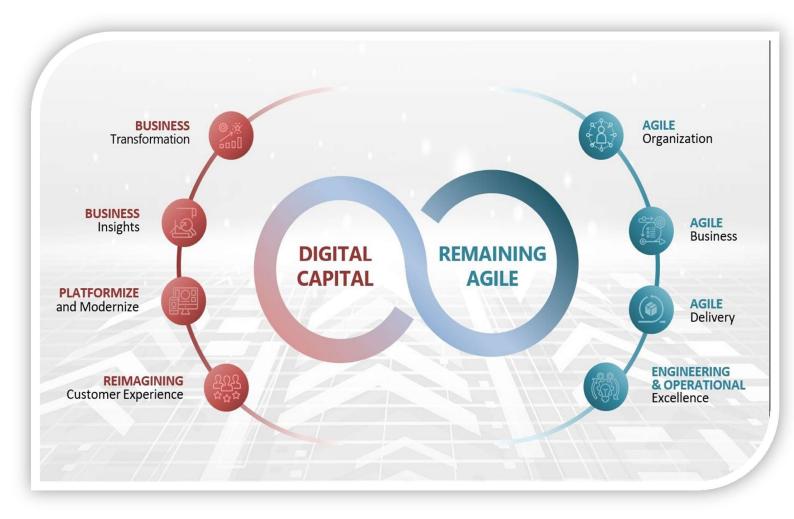


Enterprise Services





At Micropro, we believe that long-term success is built on a fine balance between understanding customer expectations and delivering beyond commitments. We continuously engage with our clients to gain insights into their evolving needs and integrate these learnings into our solutions. This proactive approach ensures that our services remain reliable, timely, and aligned with industry best practices. By maintaining this equilibrium, we have strengthened customer trust, enhanced satisfaction, and fostered enduring partnerships that drive mutual growth. This balanced approach has enabled us to sustain steady growth, nurture strong client relationships, and reinforce our position as a trusted partner in the IT and software solutions industry.







OUR PRODUCTS

We offer a diverse range of innovative IT solutions designed to empower businesses and institutions. From our flagship pharmaceutical distribution software PharmaZip and next-generation Hospital Information Management System HospyCare, and infrastructure monitoring services, our products are built on the latest technologies to deliver reliability, scalability, and efficiency for our clients worldwide.

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



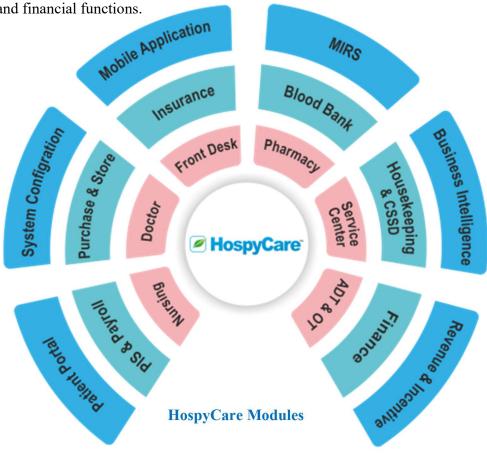
Academic Information
Management System

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



HOSPITAL INFORMATION MANAGEMENT SYSTEM (HIMS):

Micropro offers a comprehensive Hospital Information Management System (HIMS) designed to streamline operations across hospitals, clinics, and healthcare institutions. With over two decades of domain expertise and successful implementations in India, UAE, and the African region, our HIMS solution—HospyCare—provides an integrated platform covering clinical, administrative, and financial functions.



- A 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 3rd 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.





Front Desk & Billing

Efficiently manages patient registration, appointment scheduling, insurance verification, and facilitating payment collection.



Doctor's Workbench

Provides a centralized platform for healthcare providers to access patient records, order tests and medications, document diagnoses and treatment plans



Nursing Station

Enables nurses to monitor patients' vital signs, record observations, administer medications, and document nursing interventions.



Admission, Discharge, Transfer, & OT

Simplifies & automates the processes related to patient admission, discharge, transfer between departments / facilities, & managing surgical procedures, enhancing operational efficiency, etc.



CSSD & Linen

Facilitates the management of sterilization processes, inventory control, and tracking of surgical instruments and supplies, ensuring the availability of sterile equipment for safe surgical procedures.



Pharmacy

Manages medication inventory, prescription dispensing, and medication tracking, ensuring efficient medication management and safe administration to patients.



Purchase & Stores

Automates procurement processes, manages inventory levels, tracks stock, and streamlines the purchase workflow, optimizing supply chain management.



HR & Payroll

Streamlines human resource management, tracks employee information, manages payroll processing, and facilitates attendance tracking.



Blood Bank

Handles blood donation, testing, inventory management, cross- matching, and transfusion processes.



Insurance & Corporate

Manages insurance claims, corporate tie-ups, and billing processes for corporate clients, streamlining administrative tasks related to insurance coordination and corporate billing.



Doctor Share Accounting

Enables accurate tracking and calculation of financial transactions related to doctors' consultations, procedures, and revenue sharing, facilitating transparent financial management between the hospital and doctors.



System Configuration

Provides administrative control to configure and customize the HMIS software to meet the specific needs and preferences of the healthcare facility.



Third Party Application Integration

Enables seamless integration with external systems such as laboratory systems, billing software, and health information exchanges.



Radiation & Dialysis

Manages processes related to radiation therapy and dialysis services, including scheduling, treatment tracking, and billing.



Finance & Accounting

Automates financial processes such as general accounting, budgeting, and financial reporting, providing accurate financial information, enhancing financial management.



PHARMAZIP:

Introducing Pharma Zip The Next-Gen Pharmacy Software Micropro by Micropro has a strong presence in pharma domain It mainly works as a whole seller and distributor level. Micropro proudly launches Pharma Zip, a modern, cloud-enabled pharmacy software designed for Wholesalers, Retailers, and C&F agents. Built on open-source technology, Pharma Zip is browser-based and device-independent, offering unmatched accessibility and performance. It simplifies operations, enhances flexibility, and supports anytime-anywhere access. As part of our digital transformation roadmap, Micropro plans to migrate over 6,000 existing clients to this new platform. Experience the future of pharmacy business management – fast, smart, and secure with Pharma Zip.

PharmZip Modules





KEY FEATURES:







Accounts Management



MIS & Analytical Reporting



Compliance Reporting



Expiry Management



Sale, Purchase & Inventory



3rd Party Business Integrations



Data Export/Import in Excel and CSV



Bar Code & QR Code Management

BENEFITS



Increased revenue



Stronger relationships with customers



Operational excellence with endto-end procurement management



Improves accuracy



Software + provided tools help you to increase efficiency



Customer Management Reports (MIS)



Personalized dashboards



Graphical display of vital infomation



Timely & well informed decisions based on Al based data analytics



Plugins available to cope up with the new technological challenges

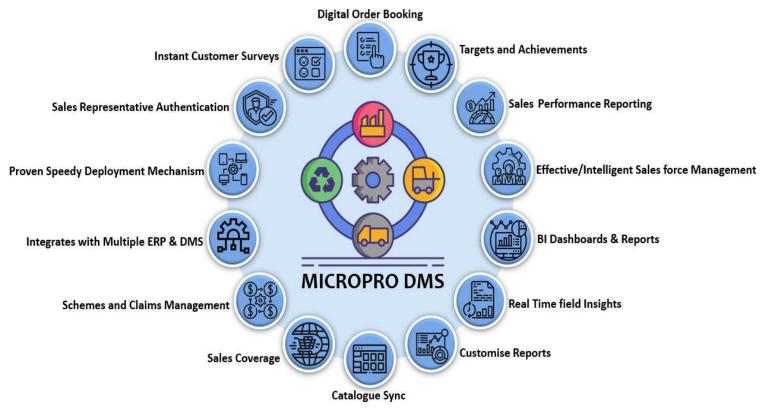


Annual Report 2024-25



OPENSYS LOGIX – DISTRIBUTION MANAGEMENT:

OpenSys-Logix is a comprehensive distribution management solution that combines powerful analytical tools with real-time tracking. It analyzes historical data and current market trends to forecast product demand, while offering detailed reports to support informed decision-making. By enabling end-to-end visibility across the distribution channel, OpenSys-Logix ensures products reach prospective customers and target markets more efficiently.



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











ACADEMIC INFORMATION MANAGEMENT SYSTEM:

Micropro Software Solutions Limited offers a comprehensive Academic Information Management System (AIMS), designed to automate and streamline academic and administrative processes of educational institutions. The solution covers the complete academic lifecycle — from admissions, student enrollment, course management, examinations, grading, and attendance, to faculty management and reporting.

AIMS Modules **EXAMINATION** TRAINING HR & PAYROLL MANAGEMENT **PLACEMENT** DISTANCE INVENTORY **EDUCATION** MANAGEMENT 品品 ADMIN, IST **STAFF AFFILIATION** 8 MANAGEMENT STUDENT PORTAL LIBRARY FINANCIAL, **BUDGET &** 82 ASSET HOSTEL MANAGEMENT MANAGEMENT **FILE TRACKING** DOCUMENT MANAGEMENT

Features:

- Flexibility to configure courses
- Fees and events like exams and competencies of any Complexity, Result processing and Mark sheet Printing
- Support class wise multi fee schemes
- Supports for Local Language
- To cater to the external needs of Board / University / Ministry / External Governing Bodies preformatted, reports with local language support
- Fully integrated [inventory management, finance, payroll, student] information.
- Avoid clashes of duplicate assignments of teachers, room & finding replacement for absent teachers.
- Web enabled performance reports, examination details and event details.



OUR SERVICES

We offer a comprehensive range of IT and technology-driven services designed to meet the evolving needs of our clients. Our services include end-to-end cloud and infrastructure management, annual maintenance and support, and turnkey project execution. Through continuous innovation and reliable service delivery, we aim to empower businesses with scalable, secure, and efficient solutions that drive growth and digital transformation.

INFRASTRUCTURE MONITORING SERVICES:

In today's fast-paced digital landscape, uninterrupted IT operations are the backbone of every successful enterprise. To ensure optimal performance, reliability, and security of your critical systems, Micropro proudly introduces its Infrastructure Monitoring Services.

Our solution provides real-time visibility, proactive alerts, and comprehensive analytics across servers, networks, databases, applications, and cloud environments. By leveraging advanced monitoring tools and intelligent automation, we help businesses detect issues before they impact operations, minimize downtime, and improve overall efficiency.

These Monitoring services enables businesses to provide a single-pane-of-glass view of all critical systems, ensuring that IT teams and business stakeholders can anticipate issues, take proactive action, and avoid service disruptions. These Services are designed to support modern, hybrid IT environments that combine both on-premise and cloud systems. It scales as the business grows, making it ideal for organizations undergoing digital transformation.

Key Features:

- Real-Time Infrastructure Monitoring
- Powerful Data Visualization & Customizable Dashboard
- Scalability for Growing Businesses
- Agentless Monitoring
- Comprehensive Integration Capabilities
- Reporting
- Alerts



IMPROVING AVAILABILITY

Enable proactive maintenance keeping the systems running smoothly and reducing downtime

ENHANCING USER EXPERIENCE

Provide better user experience by ensuring applications and services run smoothly

COMPLIANCE AND AUDIT

Maintain compliance with industry standards and regulations and preparing for audits by keeping detailed logs and reports



MINIMISE OUTAGES

Identify potential issues before they lead to outages by tracking server load and disk space to predict and prevent server crashes



OPTIMISING RESOURSE USAGE

Monitor resource usage to make informed decisions about scaling resources and balancing loads

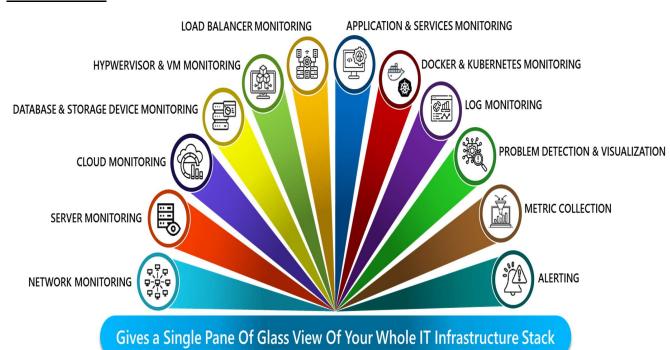


DETECTING ANAMOLIES

Detect unusual activity that may Indicate a security breach and monitor network traffic for unusual patterns or spikes to identify potential cyber-attack



What We Offer:





CLOUD SECURITY:

Micropro is a leading provider of comprehensive IT security services, dedicated to safeguarding your organization's digital assets and ensuring peace of mind in an increasingly interconnected world. With a proven track record of delivering cutting-edge security solutions, our team of experts is committed to keeping your business safe from cyber threats and data breaches.

Cybersecurity Consulting:

Our seasoned cybersecurity consultants assess your organization's unique needs, identify vulnerabilities, and create customized security strategies. We provide expert guidance on risk management, compliance, and best practices.

Network Security:

Protect your network infrastructure with state-of- the-art solutions. We offer firewall configuration, intrusion detection systems, and continuous monitoring to ensure your network is impenetrable to threats.

Endpoint Security:

Safeguard your devices, including desktops, laptops, and mobile devices, from malware, ransomware, and other malicious software. Our endpoint security solutions provide real-time threat detection and response.

Data Encryption:

Keep your sensitive data safe with encryption solutions tailored to your organization's needs. We ensure that data is secure both at rest and in transit, maintaining compliance with industry regulations.

Incident Response and Recovery:

In the event of a security breach, our rapid response team will minimize the damage and quickly restore normal operations. We also assist in forensic analysis to identify the source of the breach.



Network Operation Center Services (NOC):

As businesses expand their digital footprint, ensuring uninterrupted network performance becomes mission-critical. Micropro's Network Operation Center (NOC) Services are designed to deliver round-the-clock monitoring, management, and optimization of enterprise networks, ensuring seamless operations and maximum uptime.

Continuous Monitoring

Our NOC services offer 24/7 monitoring of an organization's network infrastructure, applications, servers, and devices. Continuous monitoring helps detect issues proactively, minimizing downtime and ensuring a reliable network performance.

Incident Detection and Response

Our NOC team actively monitors for potential incidents and anomalies, promptly identifying and responding to any issues that may arise. Rapid incident response helps mitigate the impact of network disruptions and security threats.

Performance Optimization

Our NOC services analyze network performance metrics to identify bottlenecks, latency issues, or other performance-related issues. Recommendations for optimization and improvements are provided to enhance overall network efficiency.

Security Monitoring

Our NOC as a service includes security monitoring to detect and respond to potential security threats and vulnerabilities. Continuous monitoring of logs and network traffic helps identify and address security incidents promptly.

Troubleshooting and Root Cause Analysis

In the event of network issues, our NOC team performs troubleshooting and root cause analysis to identify the underlying problems. Swift resolution minimizes downtime and ensures the stability of the network.

Alerting and Reporting

Our NOC services generate alerts for critical events and provide detailed reports on network performance, incidents, and resolutions. Regular reporting helps businesses gain insights into the health and efficiency of their network infrastructure.

Infrastructure Support

Our NOC services often include basic infrastructure support, such as server monitoring, cloud infrastructure monitoring, and management of network devices. This support helps businesses maintain a robust and well-functioning IT infrastructure.

Capacity Planning

Our teams assist with capacity planning by analyzing usage trends and making recommendations for scaling resources to meet future demands. This proactive approach ensures that businesses are well-prepared for growth without sacrificing performance.



Security Operations Center (SOC):



In an era where cyber threats are becoming more sophisticated and frequent, businesses require robust, real-time security monitoring and incident response to safeguard their digital assets. Micropro's Security Operations Center (SOC) Services provide end-to-end protection, ensuring business continuity and resilience against evolving cyber risks.

Security Monitoring

Our 24/7 Security Operations Center (SOC) monitors your network and systems in real-time to identify and respond to potential threats swiftly.

Threat Detection

We leverage advanced technologies, machine learning, and threat intelligence to detect and analyze suspicious activities, malware, and anomalies in your environment.

Incident Response

Our expert incident response teams are ready to contain and mitigate cybersecurity incidents, minimizing the impact on your organization.

Security Consultation

We provide tailored cybersecurity advisory services to help you assess risks, develop strategies, and implement security best practices.

Vulnerability Management

Identify and address vulnerabilities in your infrastructure before they can be exploited by threat actors.

Compliance Support

Ensure your organization complies with industry-specific regulations and standards by leveraging our expertise compliance management.

Cloud Management Services:

Micropro Software solutions is a leading provider of comprehensive cloud computing services designed to accelerate digital transformation for businesses of all sizes. Our robust and secure cloud infrastructure empowers organizations to streamline operations, enhance agility, and drive innovation.





Our Cloud Services:

Infrastructure as a Service (IaaS)

- Our 24/7 Scalable and on-demand virtualized computing resources.
- Flexiblestorage solutions for dynamic workloads.
- High-performance, reliable infrastructure for critical applications.

Software as a Service (SaaS)

- Access to a suite of software applications via the cloud.
- Automatic updates and maintenance for the latest features.
- Pay-as-you-go pricing model for cost- effectiveness.

Security and Compliance

- Robust security protocols to protect data and applications.
- Compliance with industry standards and regulations.
- Continuous monitoring and threat detection for proactive security.

Migration and Consulting Services

- Expert guidance for smooth migration to the cloud.
- Assessment and optimization of existing infrastructure.
- Ongoing support and consultation for cloud strategy

Platform as a Service (PaaS)

- Simplified development and deployment of applications.
- Frameworks and tools for efficient coding and collaboration.
- Automatic scaling and maintenance for hassle-free operations.

Data Storage and Management

- Secure and scalable cloud storage solutions.
- Data redundancy and disaster recovery options.
- Advanced data analytics and business intelligence tools.

Hybrid and Multi-Cloud Solutions

- Seamless integration between onpremises and cloud environments.
- Flexibility to choose and manage multiple cloud providers.
- Optimized workloads for improved performance and costefficiency.



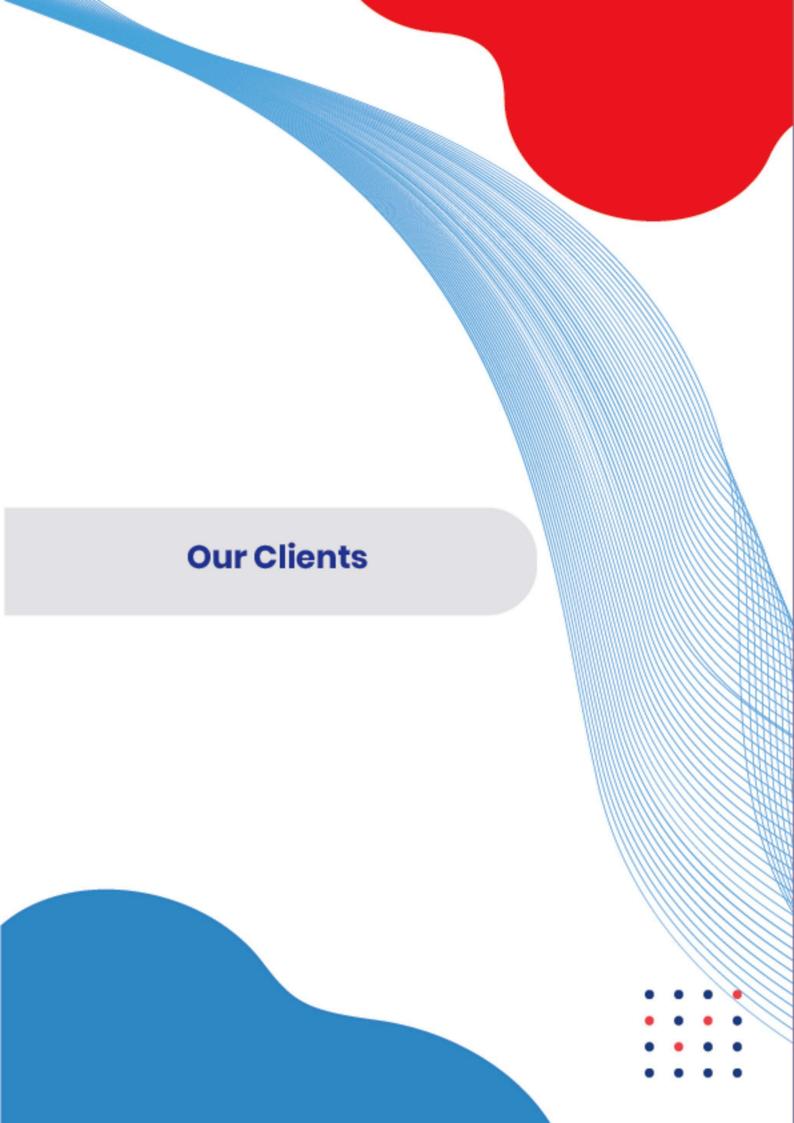


PROPERTY TAX MANAGEMENT SOLUTIONS:

Property tax is one of the major revenue sources for Corporation. Municipal Corporation uses these funds to provide facilities like roads, lights, water, remove waste from city etc. to its citizen. Assessment of property, levy and collection of Property Tax are main key functions performed by the Assessor and the Collector department.

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.







Our Client:

We are privileged to serve a diverse portfolio of clients across industries, including government organizations, corporates, institutions, and SMEs. Over the years, we have built long-standing relationships based on trust, transparency, and value-driven solutions. Our commitment to delivering innovative, reliable, and scalable technology services has enabled us to consistently meet the evolving needs of our clients. Their continued confidence in us stands as a testament to our expertise, customer-centric approach, and dedication to excellence.





Chairman And Managing Director's Statement



CHAIRMAN AND MANAGING DIRECTOR'S STATEMENT

Dear Stakeholders,

Warm greetings to all.

It gives me immense pride and gratitude to address you and express my heartfelt appreciation for your unwavering support and confidence in Micropro Software Solutions Limited (Micropro). Your continued trust is our greatest strength, empowering us to navigate the challenges of an ever-evolving business environment with resilience and purpose.

The fiscal year proved to be more challenging than anticipated, largely due to the persistent global economic slowdown affecting the IT sector. Companies across the industry became increasingly cautious, curtailing their IT budgets and approaching new projects with restraint. The Information Technology landscape is currently experiencing significant disruption, primarily driven by advancements in Artificial Intelligence (AI). AI technologies are transforming the way organizations operate by enabling automation, predictive insights, and intelligent decision-making. While this disruption is reshaping traditional IT models, it is also creating new opportunities for innovation, efficiency, and growth. Despite these headwinds, we chose to view this period as an opportunity — investing in product development, strengthening our team, expanding our footprint in the UAE, and focusing on building innovative solutions that will position us strongly for the future.

We made significant investments in the development of next-generation IT solutions designed to replace our existing IT solutions. These new offerings are built on the latest technologies, ensuring enhanced performance, improved scalability, and a superior user experience.

As a part of this initiative, our flagship pharmaceutical distribution software, **PharmaZip**, was officially rolled out after the conclusion of the financial year 2024-25 and has already garnered the trust of over 100 satisfied customers. This product, built on a modern cloud-based architecture, is designed to cater to the dynamic needs of the pharmaceutical Distribution sector with robust functionality and seamless integration capabilities that empower businesses to streamline their operations efficiently.

We have successfully developed and implemented an **Academic Information Management System** (AIMS) in Visvesvaraya National Institute of Technology (VNIT), one of the most prestigious NITs in the country. With proven success in enhancing academic and administrative processes.

We have developed a comprehensive **ERP solution** tailored for the Dairy and Ice-Cream industry, designed to address the unique challenges of the sector. This solution has already delivered proven results by streamlining end-to-end operations, enhancing efficiency, and enabling better decision-making. The ERP integrates critical functions including milk procurement and collection, quality testing, production planning, inventory management, cold chain monitoring, sales and distribution, finance, and customer relationship management into a single unified platform.

We are also pleased to share that we are in the advanced stages of rolling out our new **Hospital Information Management System (HIMS) software.** This next-generation version is being developed with a refreshed user interface and enhanced functionalities, leveraging modern technologies to deliver a comprehensive and intuitive solution for hospital and healthcare management. We are making determined efforts to ensure the rollout is completed before the end of the current financial year.



We are also in the advanced stages of developing our **IMS Monitoring Service**, designed to deliver realtime insights and proactive monitoring to enhance system performance, reliability, and operational efficiency. This service will enable early detection of potential issues by providing timely alerts, ensuring preventive actions are taken well before system failures occur.

Looking ahead, we are confidently positioned to harness the opportunities that lie before us. By leveraging our core strengths, fostering a culture of innovation, and staying ahead of evolving industry dynamics, we are committed to creating long-term value for our shareholders and stakeholders.

At Micropro, we deeply acknowledge the responsibility that accompanies being a responsible corporate citizen. Upholding the principles of integrity, transparency, and ethical governance remains at the heart of our operations. Beyond business achievements, we are committed to making a meaningful difference—supporting community development initiatives and promoting environmental stewardship to ensure a positive impact on society.

In conclusion, I would like to express my sincere gratitude to our shareholders and stakeholders for their unwavering trust and support. Your continued confidence motivates us to push boundaries, deliver innovative solutions, and achieve new milestones in the years to come.

Thank you for your continued trust and partnership.

Best Regards,

Sanjay Yadavrao Mokashi Chairman Cum Managing Director DIN: 01568141





BOARDS' REPORT

Dear Members,

The Board of Directors of Micropro Software Solutions Limited ("Micropro" or "Company") have pleasure in presenting the 29th Annual Report of the Company covering the highlights of the finances, business, and operations of your Company. Also included herein are the Audited Financial Statements of the Company (Standalone and Consolidated) prepared for the financial year ended March 31, 2025.

1. FINANCIAL SUMMARY AND HIGHLIGHTS:

The Company's financial performance (Standalone & Consolidated) during the financial year ended March 31, 2025 is summarised below:

(Amount in 'Rs. Lakhs except EPS)

Description	Standalone 31.03.2025	Standalone 31.03.2024	Consolidated 31.03.2025	Consolidated 31.03.2024
Revenue from operations	2,032.58	2,148.25	2311.91	2,148.25
Other Income	176.25	80.06	176.25	80.06
Total Income	2,208.83	2,228.31	2,488.16	2,228.31
Purchase of Stock- in- trade	377.92	228.73	641.33	228.73
Purchases of Services	519.77	202.99	519.77	202.99
Changes in Inventories of Stock-in-trade	39.07	-7.10	39.07	-7.10
Employee benefits expense	926.22	832.69	943.32	832.69
Finance costs	30.27	70.49	30.45	70.49
Depreciation and amortisation expense	204.71	90.51	206.12	90.51
Other expenses	228.65	365.63	305.93	365.63
Profit before tax	(117.78)	444.38	(197.83)	444.38
Less: Tax Expenses	(13.09)	133.51	(13.09)	133.51
Profit / (Loss) for the year ended	(104.69)	310.87	(184.74)	310.87
Earning per equity share (Basic and Diluted)	(0.73)	2.61	(1.29)	2.61



2. STATE OF COMPANY'S AFFAIRS:

During the year under review the Company has earned standalone total revenue (including other income) of Rs. 2,208.83 lakhs for the year 2025 as compared to Rs. 2,228.31 lakhs for the financial year 2024. loss after Tax at Rs. 104.69 lakhs in the financial year 2025 as compared to profit of Rs. 310.87 lakhs for the financial year 2024.

The consolidated total revenue (including other income) of Rs. 2,488.16 lakhs for the year 2025 as compared to Rs. 2,228.31 lakhs for the financial year 2024. loss after Tax at Rs. 184.74 lakhs in the financial year 2025 as compared to profit of Rs. 310.87 lakhs for the financial year 2024.

3. TRANSFER TO RESERVES:

The Company has incurred losses during the financial year. The losses have been adjusted against General Reserves.

4. DIVIDEND:

The Directors have not recommended any dividend for the financial year ended 31st March 2025.

5. 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.

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:

There have been no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report, which forms part of this report

8. REVISION OF FINANCIAL STATEMENT:

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

9. CHANGES IN CAPITAL AND DEBT STRUCTURE:

Authorized Equity Share Capital:

As on March 31, 2025, the Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and There were no changes made to the Authorized Share Capital of the Company during the year under review.



Paid-up Equity Share Capital:

As on March 31, 2025, the Paid-up Equity Share Capital of the Company is Rs. 14,29,94,000/-(Rupees Fourteen Crore Twenty Nine Lakh Ninety Four Thousand) divided into 1,42,99,400 (One Crore Forty Two Lakh Ninety Nine Thousand Four Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each and There were no changes made to the Paid-up Equity Share Capital of the Company during the year under review

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.

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. Hence, the disclosures regarding this are not applicable.

Details of Employee Stock Options:

During the financial year under review, the Company has not issued any shares under the Employee's Stock Options Scheme pursuant to provisions of Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) hence, the disclosures regarding issue of employee stock options are not applicable.

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.

Issue of debentures, bonds, warrants or any non-convertible securities:

During the financial year under review, the Company has not issued any debentures, bonds, warrant or any nonconvertible securities pursuant to related provisions of Companies Act, 2013 read with Rules made thereunder. Hence, the disclosures regarding this are not applicable

10. DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Board of Directors of the company has an optimum combination of Executive and Non-Executive Independent Directors with rich professional experience and background. As on March 31, 2025, 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 Independent Women Director.



As on 31st March, 2025, the Company had following Directors and the key managerial personnel:

Sr.	Name	Designation
No.		_
1.	Mr. Sanjay Yadavrao Mokashi (DIN: 01568141)	Managing Director
2.	Mr. Meher Shreeram Pophali (DIN: 01568099)	Whole-time Director
3.	Mr. Manish Suresh 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

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Meher Shreeram Pophali, Whole-time Director will retire by rotation at the ensuing 29th Annual General Meeting and being eligible, has offered himself for reappointment as a Director of the Company. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing 29th Annual General Meeting of the Company.

The brief resume and other information/details of Mr. Meher Shreeram Pophali seeking reappointment, 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 29th Annual General Meeting, which forms part of the Annual Report.

Further post closure of the financial year, the following changes occurred in the Key Managerial Personnel of the Company:

- 1. Mr. Manish Suresh Peshkar ceased to be the Whole-time Director of the Company with effect from 14th July, 2025 due to resignation. The Board places on record its sincere appreciation for the valuable contributions made by Mr. Manish Suresh Peshkar during their tenure.
- 2. Mr. Sunil Nilkanth Chaudhari superannuated from the services of the Company on 01st July,2025. The Board expresses its gratitude for his dedicated service and invaluable contribution during his tenure as the Chief Financial Officer.



11. UTILIZATION OF IPO PROCEEDS:

,	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised*	Amount of Deviation/Vari ation according to applicable object	Remarks if any
Working Capital Requirement	Not Applicable	850.00	Not Applicable	500.00	None	
Funding capital expenditure requirements	Not Applicable	1,285.34	Not Applicable	853.47	None	
General corporate expenses	Not Applicable	484.00	Not Applicable	484.00	None	

^{*}Utilization till March 31, 2025. Balance unutilized funds parked in fixed deposit and current account.

12. 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.

13. 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.

14. MEETINGS OF BOARD:

During the year ended on 31st March 2025, Five (05) Board Meetings were held, the details of which are mentioned hereunder:

- 15th April, 2024
- 30th May, 2024
- 05th August, 2024
- 14th November, 2024

• 10th March, 2025

15. 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	Chairman	Non-executive Independent
	Agarwal		Director
10195204	Mr. Parag Sham Deshpande	Member	Non-executive Independent Director
01568141	Mr. Sanjay Mokashi Yadavrao	Member	Managing Director

During the year ended 31st March 2025, Five (05) Audit Committee meetings were held, the details of which are mentioned hereunder:

- \Rightarrow 15th April, 2024
- \Rightarrow 30th May, 2024
- $\Rightarrow 05^{th}$ August, 2024
- \Rightarrow 14th November, 2024
- \Rightarrow 10th March, 2025

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 2024-25. 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:



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 Yadavrao	Member	Managing Director

During the year ended 31st March 2025, One (01) Nomination and Remuneration Committee meetings were held, the details of which are mentioned hereunder:

$$\Rightarrow 05^{th}$$
 August, 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 2024-25. 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:

DIN:	Name	Designation in committee	Nature of Directorship
10190189	Mr. Sandeep Kunjbihari Agarwal	Chairman	Non-executive Independent Director
01.5.601.41	<u> </u>	3.6. 1	
01568141	Mr. Sanjay Mokashi Yadavrao	Member	Managing Director
10195204	Mr. Meher Shreeram Pophali	Member	Whole-time Director

During the year ended 31st March 2025, meetings of Stakeholder Relationship Committee was held on 14th November, 2025. 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 2024-25. 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:

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

During the year ended 31st March 2025, meetings of Corporate Social Responsibility Committee were held on 10th March, 2025. All the Members of the Committee attend the Meetings and the Company Secretary acts as Secretary to the Committee.

16. 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%20Remmuneration.pdf

17. 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.

18. 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.

19. REMUNERATION RECEIVED BY MANAGING / WHOLE TIME DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY:

During the year under review the Company does not have any Holding Company. Further the Directors of the Company did not receive any Commission from its Subsidiary within the meaning of Section 2(87) of the Companies Act, 2013. Therefore, the disclosure under the provision of Section 197(14) of the Companies Act, 2013 read with Rules made thereunder, towards payment of any commission or remuneration from holding or subsidiary company are not required.

20. 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, 2025, 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 2025 and the losses 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.

21. 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.

22. SUBSIDIARY, ASSOCIATE, AND JOINT VENTURE:

During the period under review, the Company does not have any Holding, Joint Venture or Associate Company. The Company has acquired a Company named Microsync Information Technology Co. LLC in United Arab Emirates as a wholly owned Subsidiary.

Pursuant to Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiary is given in Form AOC-1 and forms an integral part of this Report as **Annexure C.**

23. CONSOLIDATED FINANCIAL STATEMENTS:

The Company does not have any Associate Company or Joint Venture Company. In accordance with the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations read with Ind AS 110-Consolidated Financial Statements, the consolidated audited financial statement forms part of this Annual Report

24. 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.

25. 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.

26. 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.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has constituted a Corporate Social Responsibility Committee in accordance with the provisions of Section 135 of the Companies Act, 2013. In terms of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company reviewed its financials for the immediately preceding financial year. Based on this review, it was noted that the Company does not meet the threshold limits prescribed under Section 135(1) of the Act for the financial year 2024-25.

Accordingly, the provisions relating to mandatory Corporate Social Responsibility are not applicable to the Company for the financial year 2024-25.

Nevertheless, the Company has adopted a Corporate Social Responsibility Policy ("CSR Policy") in line with the provisions of the Act and the applicable Rules. The CSR Policy outlines the objectives, scope/areas of CSR activities, implementation and monitoring process, CSR budget, reporting, and disclosures. The CSR Policy is available on the website of the Company at the following link: https://www.microproindia.com/investor-relations.

28. 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-B**, which is annexed hereto and forms part of the Board's Report.

29. 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.



30. 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

31. 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.

32. STATUTORY AUDITOR AND THEIR REPORT:

Pursuant to provisions of section 139 of the Act, the members at the annual general meeting of the Company held on 20th September, 2024 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 33rd Annual General Meeting of the Company.

The Auditors Report on the financial statements of the Company for the year ended 31st March, 2025 is self-explanatory and with unmodified opinion. 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.

33. 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 05th August, 2025 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 2024-25.



Secretarial Audit Report as issued by the Secretarial Auditor, in Form No. MR-3 for the Financial Year 2024-25 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.

The Board of Directors of the Company on the recommendation of the Audit Committee, has recommended the appointment of CS Namita Buche, Practicing Company Secretary, Nagpur at the ensuing Annual General Meeting to conduct the Secretarial Audit of the Company for the period of 5 years i.e. commencing from FY 2025-2026 till FY 2029-2030 at a remuneration to be recommended by the Audit Committee/Board of Directors and approved by the Shareholders of the Company.

34. 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, 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.

35. 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.

36. 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.

37. 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 2024-25 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 presented in a separate section forming part of this Annual 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 30th October, 2023 for the period ended March 31, 2025, as it has been utilized 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 2025, 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).

38. 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 3lst March 2025 has been uploaded on the website of the Company at https://www.microproindia.com/investor-relations.

39. CREDIT RATING OF SECURITIES:

During the F.Y. 2024-25 under review, the Company has neither issued nor required to obtain credit rating of its securities. As such, no specific details are required to be given or provided.



40. 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.

The details as per Sub-rule (5) of Rule 8 of Companies (Accounts) Rules, 2014, are as under:

Sr. No.	Particulars	
(a)	Number of complaints of sexual harassment received in the year	Nil
(b)	Number of complaints disposed off during the year	Nil
(c)	Number of cases pending for more than ninety days	Nil

41. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The Company has duly complied with the applicable provisions of the Maternity Benefit Act, 1961, and the rules made thereunder. Adequate measures have been taken to ensure that all eligible female employees are granted maternity benefits as per the statutory requirements. The Company remains committed to providing a safe, inclusive, and supportive work environment for women, including during maternity and childcare periods

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: 30th August, 2025 Place: Nagpur SANJAY YADAVRAO MOKASHI MANAGING DIRECTOR DIN: 01568141

MEHER SHREERAM 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, 2025.

i. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:

Sr. No	Name of Directors	Ratio
1.	Mr. Sanjay Yadavrao Mokashi	28.94
	Managing Director	
2.	Mr. Meher Shreeram Pophali	28.01
	Whole-time Director	
3.	Mr. Manish Suresh Peshkar	27.94
	Whole-time Director	
4.	Dr. Parag Sham Deshpande	NA
	Non-executive Independent Director	
5.	Mr. Sandeep Kunjbihari Agarwal	NA
	Non-executive Independent Director	
6.	Ms. Anuja Subhash Bissa	NA
	Non-executive Independent Director	

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 2024-25:

Sr.	Name of Directors/KMP	Designation	% increase / (decrease)
No.		-	In Remuneration Paid
1.	Mr. Sanjay Yadavrao Mokashi	Managing Director	0
2.	Mr. Meher Shreeram Pophali	Whole-time Director	0
3.	Mr. Manish Suresh Peshkar	Whole-time Director	0
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	0
8.	Mr. Sulabh Singh Parihar	Company Secretary and Compliance Officer	7.05%



- iii. the percentage increase in the median remuneration of employees in the financial year; -21.33%
- iv. The number of permanent employees on the roll of the Company: 135 Employees as on 31st March, 2025.
- 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 (0%) Percentage increment for Salaries of Managerial Personnel is (0%)

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: 30th August, 2025 Place: Nagpur SANJAY YADAVRAO MOKASHI MANAGING DIRECTOR DIN: 01568141 MEHER SHREERAM POPHALI WHOLE-TIME DIRECTOR DIN: 01568099



ANNEXURE - B

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 recognizes the importance of energy conservation and is committed to promoting sustainable practices across its operations. As part of its environmental responsibility, the Company has initiated steps to explore and adopt alternate sources of energy.

- Company has installed Solar captive power plant of 32 KW capacity & in operational since last year at Dharampeth office premises to reduce dependency on conventional electricity sources;
- Encouraging energy-efficient lighting systems such as LED installations in all workspaces;
- Promoting a paperless work environment and digitization to reduce the carbon footprint;
- c. The capital investment on energy conservation equipment:- Rs. 14.22 Lakhs.

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 lakh)

Sr. No.	Particular	Current Year	Previous Year
1.	Foreign exchange earnings	34.01	95.36
2.	Foreign exchange outgo	54.80	175.02

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

Date: 30th August, 2025 Place: Nagpur SANJAY YADAVRAO MOKASHI MANAGING DIRECTOR DIN: 01568141 MEHER SHREERAM POPHALI WHOLE-TIME DIRECTOR DIN: 01568099



Annexure C

FORM AOC-1

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

Part "A": Subsidiaries Statement containing salient features of the financial statement of subsidiaries

(Amount in 'AED')

		(Amount in AED)
Sl. No.	Particulars	Details
1.	Name of the subsidiary	Microsync Information
	·	Technology Co. L.L.C.
2.	The date since when subsidiary was acquired	10 th September, 2024
3.	Reporting period for the subsidiary concerned, if different	NA
	from the holding company's reporting period	
4.	Reporting currency and Exchange rate as on the last date	Currency: AED
	of the relevant Financial year in the case of foreign	Exchange Rate:
	subsidiaries	1 AED = 23.26
5.	Share capital	300000
6.	Reserves & surplus	(390159)
7.	Total Assets	1230913
8.	Total Liabilities	1230913
9.	Investments	-
10.	Turnover	1289425
11.	Profit/ (Loss) before taxation	(39015)
12.	Provision for taxation	-
13.	Profit (Loss) after taxation	(39015)
14.	Proposed Dividend	-
15.	% of shareholding	100.00%

Note: The following information shall be furnished at the end of the statement:

1.	Names of subsidiaries which are yet to commence operations	-
2.	Names of subsidiaries which have been liquidated or sold during the year	-

Part "B": Associates & Joint Ventures

Statement containing salient features of the financial statement of Associates & Joint Ventures

The Company does not have any Associate and Joint Ventures during the year under review.

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

Date: 30th August, 2025

Place: Nagpur

SANJAY YADAVRAO MOKASHI MANAGING DIRECTOR DIN: 01568141

MEHER SHREERAM 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 31ST MARCH 2025

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 (L72200MH1996PLC102385)** (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, 2025**, has generally 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 the Company, for the financial year ended on 31st March, 2025 according to the applicable 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 there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
 - The provisions of FEMA and Rules are applicable since there are 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; (to the extent applicable);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (to the extent applicable);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (to the extent applicable);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999; (Not Applicable to the Company during the Audit Period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
 - 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; (to the extent applicable);



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period)
- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period)
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015-(to the extent applicable);

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) Equity Listing Agreement entered by the Company with NSE Emerge

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) All decisions made at Board meetings are approved by majority consent, as recorded in the minutes. Any dissenting views expressed by Board members are captured and recorded as part of the minutes, if applicable.

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) In the Board meeting of the Company held on February 23, 2024, the Board accorded their consent for acquisition of shares of Microsync Information Technology Co. L.L.C (a company incorporated in the UAE) as a wholly owned subsidiary of the Company. Further, the Board of Directors of the Company, at its meeting held on April 15, 2024, accorded their consent to provide authorization for acquisition of shares of Microsync Information Technology Co. L.L.C.



(ii) During the period under review, the Company has successfully completed the acquisition process of Microsync Information Technology Co. L.L.C on September 10, 2024. Pursuant to such acquisition, Microsync Information Technology Co. L.L.C is now a wholly owned subsidiary of the Company in the United Arab Emirates (UAE).

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) Foreign technical collaborations

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: 22/08/2025

UDIN: A036514G001056456

CS Namita Buche

Practicing Company Secretary Membership No. 36514 COP No. 14220





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: 22/08/2025

UDIN: A036514G001056456

CS Namita Buche

Practicing Company Secretary Membership No. 36514 COP No. 14220

Management's Discussion and Analysis Report



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company Management is pleased to present before the members of the Company, the Management Discussion & Analysis Report ("MDAR") of the Company's business for the financial year 2024-2025.

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

With a legacy of over three decades, **MICROPRO** has consistently delivered successful IT projects across medium and large enterprises. Backed by a team of skilled IT professionals, we serve a robust client base of over 4,000 customers in India and the UAE. We empower our clients to craft and implement effective digital transformation strategies.

Our vision is to evolve into a globally respected organization that delivers best-in-class business solutions through advanced technology, driven by highly competent professionals. Our actions are guided by a deep-rooted value system built on Client Value, Leadership by Example, Integrity and Transparency, Fairness, and Excellence.

Our strategic objective is to develop a resilient and sustainable enterprise that continues to align with our clients' evolving priorities, creates rewarding career opportunities for our employees, delivers consistent value to our investors, and makes meaningful contributions to the communities in which we operate.

Looking ahead, the Company is committed to leveraging its deep domain expertise to scale its its solutions in the healthcare IT segment and strengthen recurring revenue streams. With flagship solutions like **HospyCare** (next-generation Hospital Information Management System) and **PharmaZip** and other Strategic projects, we aim to expand our share in the healthcare IT segment as well as in other key sectors..

Our long-term strategic priorities include:

- Driving product innovation and modernization
- Strengthening our presence in global markets
- Deepening engagement with Government and Public Sector Units (PSUs)
- Integrating AI, ML into our core product offerings



GLOBAL ECONOMIC TRAJECTORY:

The global economy in 2024 continued to face significant challenges and opportunities shaped by various economic, geopolitical, and policy-driven factors. Global GDP growth is expected to moderate, with a growth rate of 3.3% according to the 'World Economic Outlook' published by International Monetary Fund (IMF). Growth varies across regions, with advanced economies experiencing slower expansion, while emerging markets, particularly in Asia, maintain relatively stronger growth momentum.

Geopolitical instability, notably the ongoing conflict between Russia and Ukraine, disruptions in global supply chains, and trade tensions between major economies like the U.S. and China, continue to impact global economic stability. Additionally, climate change policies and shifting regulatory landscapes influence investment decisions across industries.

Global inflation is improving, projected at 5.7% in 2024, down from 6.7% in 2023. Advanced economies are expected to reach this target faster than emerging markets and developing economies, where the decrease may be slower. Inflation in advanced economies should average 2.6% in 2024, likely reaching target levels by late 2025. Emerging markets will see a slower, though positive, trend.

The Eurozone, however, saw slower growth of 0.9%, including a slight decline in Germany. Emerging markets, especially in Asia, maintained stronger growth, reaching 5.3% overall, driven by technology and infrastructure investment. China's economy expanded by 5.0%, helped by government policies and a recovering property market

The global economy is expected to grow steadily, with a projected 2.8% expansion in 2025 and 3.0% in 2026. This outlook is supported by strong performances from the United States and major emerging economies.

Global disinflation continues, though some regions stagnate due to high inflation. Global inflation is projected to fall to 4.4% in 2025 and 3.5% in 2026, with advanced economies reaching targets first. Monetary policies remain divergent.

OVERVIEW OF INDIA'S ECONOMIC TRAJECTORY AND GROWTH PILLARS:

India's economy continues to demonstrate resilience in face of global challenges and steady expansion based on its intrinsic strengths, maintaining its position as the fastest-growing major economy. The real GDP is estimated at 6.5% in FY 2024-25 according to the Second Advance Estimates, following an impressive 9.2% growth in FY 2023-24. This sustained momentum reflects the country's strong economic fundamentals, policy support, growing services sector and domestic demand, reinforcing confidence in India's long-term growth prospects. The Government's strategic reforms, substantial investments in both physical and digital infrastructure, and initiatives such as 'Make in India' and the Production-Linked Incentive (PLI) scheme have been instrumental in enhancing the country's growth trajectory and self-reliance.



India is now the world's fifth-largest economy by nominal GDP and third-largest by Purchasing Power parity (PPP). The government aims for a \$5 trillion economy by FY2027-28 and \$30 trillion by 2047, driven by infrastructure investment, reforms, and technology adoption. Reflecting this commitment, the budget allocated for capital investment in the forthcoming financial year (2025-26) has risen to Rs. 11.21 lakh crore, which accounts for 3.1% of GDP. According to industry reports, the global IT services market was valued at approximately USD 1.3 trillion, with strong demand across BFSI, healthcare, retail, and public sectors. Generative AI and process automation were key themes driving innovation and transformation in business models.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Fiscal 2025 unfolded against a backdrop of heightened uncertainty, shaped by fluctuating interest rates, geopolitical tensions, and election activities across key global markets. These external factors coincided with a period of structural transformation within the technology services industry. The global economy continued to face headwinds, with rising protectionist policies disrupting trade dynamics and contributing to an overall sense of instability. Persistent inflation and elevated interest rates further dampened consumer confidence and curtailed discretionary spending.

The Indian Information Technology (IT) industry continues to be a cornerstone of economic growth and technological innovation, playing a pivotal role in digitizing core sectors of the economy. Within this dynamic landscape, the healthcare and pharmaceutical software segment has emerged as one of the fastest-growing verticals, driven by the increasing adoption of digital health technologies, regulatory compliance requirements, and demand for integrated, scalable, and cloud-based healthcare IT solutions. The Government of India's thrust on initiatives such as Ayushman Bharat Digital Mission (ABDM), the National Digital Health Blueprint (NDHB), and increasing investments in healthcare infrastructure have accelerated the need for Electronic Health Records (EHR), Hospital Information Management Systems (HIMS). Similarly, the pharmaceutical sector is witnessing a strong digital transformation push to improve supply chain efficiency, ensure regulatory compliance, and leverage real-time analytics.

Internationally, the demand for interoperable healthcare solutions is rising, supported by global efforts to enhance data sharing, patient engagement, and cost-effective care delivery models. The UAE, African nations, and Southeast Asia, in particular, are adopting healthcare digitization at an unprecedented pace, presenting export opportunities for Indian IT players with proven domain expertise.

The Company, leveraging over three decades of experience in developing and implementing healthcare and pharma software solutions, is well-positioned to benefit from these industry trends. With strong regulatory tailwinds, increasing digital penetration, and rising expectations for patient-centric and data-driven solutions, the industry outlook remains optimistic. Companies offering agile, scalable, and secure solutions with strong customer support are expected to gain significant competitive advantage. In this evolving ecosystem, the Company has strategically positioned itself by offering domain-specific solutions, including pharmacy distribution management, hospital management systems, ERP and strategic public sector projects.



OPPORTUNITIES AND THREATS:

OPPORTUNITIES:

The growing emphasis on digital healthcare transformation, both in India and internationally, presents significant opportunities for the Company. Government-led initiatives such as the Ayushman Bharat Digital Mission (ABDM), increased public-private partnerships, and greater regulatory push for digital recordkeeping have created a favorable environment for the adoption of healthcare IT solutions. Similarly, the pharma sector is rapidly embracing digital tools to enhance supply chain transparency, ensure real-time compliance, and optimize distribution channels. The rising demand for cloud-based platforms provides a strong growth trajectory for the Company's products like HospyCare and PharmaZip, especially in emerging markets such as the Middle East, Africa, and Southeast Asia.

THREATS:

Despite the positive outlook, the Company faces certain challenges. Rapid technological changes require continuous innovation and investment in R&D. Data privacy regulations and cybersecurity risks are becoming increasingly stringent, demanding robust compliance frameworks. Competition from both domestic and global players, including new-age tech startups, may lead to pricing pressures and require differentiation through superior service and value delivery. 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. The Company remains focused on risk mitigation through diversification, process optimization, and product innovation.

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:

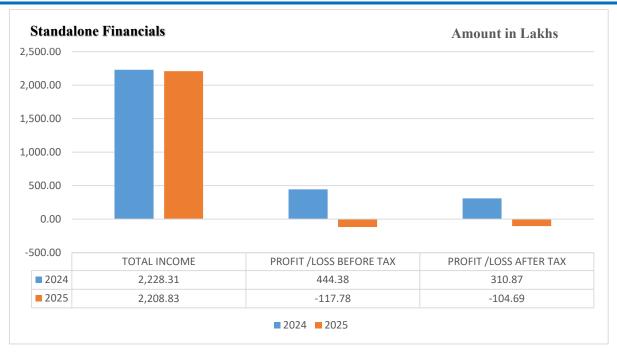
During the year under review the Company has earned standalone total revenue (including other income) of Rs. 2,208.83 lakhs for the year 2025 as compared to Rs. 2,228.31 lakhs for the financial year 2024. loss after Tax at Rs. 104.69 lakhs in the financial year 2025 as compared to profit of Rs. 310.87 lakhs for the financial year 2024.

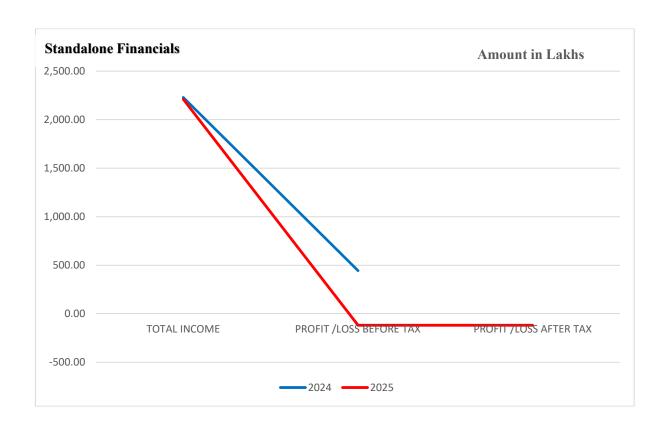
The consolidated total revenue (including other income) of Rs. 2,488.16 lakhs for the year 2025 as compared to Rs. 2,228.31 lakhs for the financial year 2024. loss after Tax at Rs. 184.74 lakhs in the financial year 2025 as compared to profit of Rs. 310.87 lakhs for the financial year 2024.

(Amount in 'Rs. Lakhs except EPS)

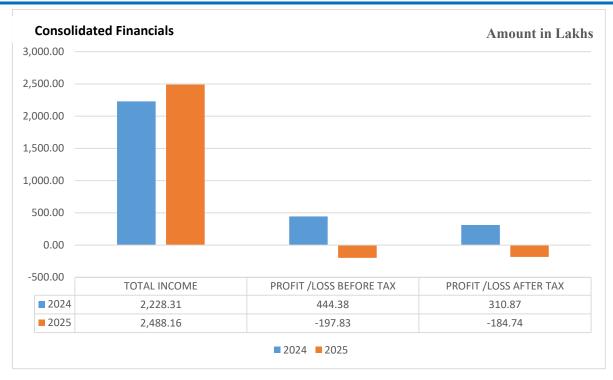
Description	Standalone 31.03.2025	Standalone 31.03.2024	Consolidated 31.03.2025	Consolidated 31.03.2024
Revenue from operations	2,032.58	2,148.25	2311.91	2,148.25
Other Income	176.25	80.06	176.25	80.06
Total Income	2,208.83	2,228.31	2,488.16	2,228.31
Purchase of Stock- in- trade	377.92	228.73	641.33	228.73
Purchases of Services	519.77	202.99	519.77	202.99
Changes in Inventories of Stock-in-trade	39.07	-7.10	39.07	-7.10
Employee benefits expense	926.22	832.69	943.32	832.69
Finance costs	30.27	70.49	30.45	70.49
Depreciation and amortisation expense	204.71	90.51	206.12	90.51
Other expenses	228.65	365.63	305.93	365.63
Profit before tax	(117.78)	444.38	(197.83)	444.38
Less: Tax Expenses	(13.09)	133.51	(13.09)	133.51
Profit / (Loss) for the year ended	(104.69)	310.87	(184.74)	310.87
Earning per equity share (Basic and Diluted)	(0.73)	2.61	(1.29)	2.61

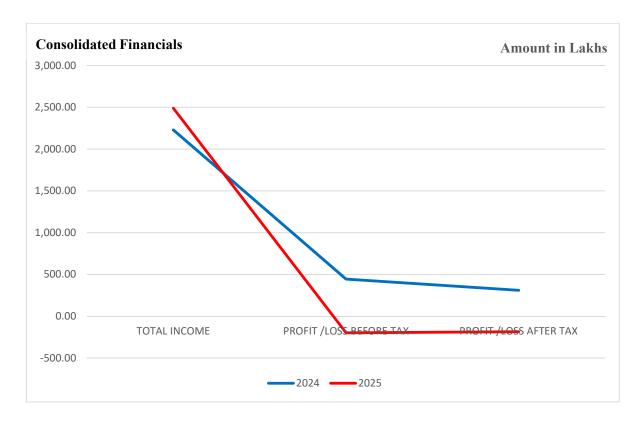










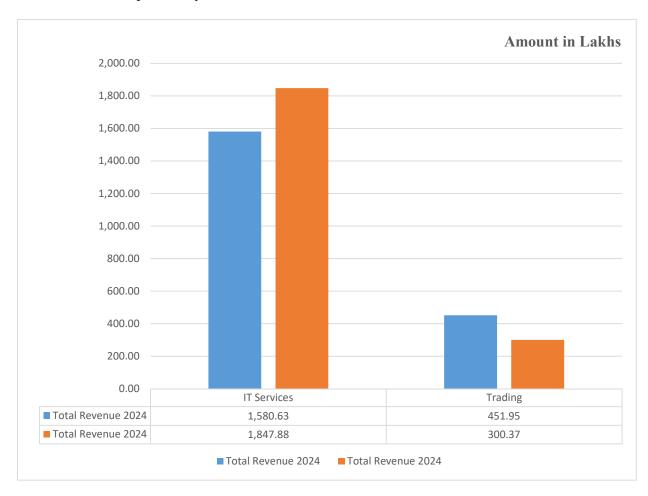




SEGMENT-WISE PERFORMANCE:

IT Services: The total revenue from IT Services during the year is Rs. 1580.63 Lacs as compared to Rs. 1,847.88 Lacs of the previous year.

Trading: The total revenue from Trading during the year is Rs. 451.95 Lacs as compared to Rs. 300.37 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 2024- 25	FY 2023- 24	Variance in %	Reason for Variance if more than 25%
1	Current Ratio	Current Assets	Current Liabilities	6.22	6.05	2.81%	
2	Debt- Equity Ratio	Total Debt	Shareholders' Funds	0.00	0.08	-100%	Debt repaid fully
3	Debt Service Coverage Ratio	Earnings for debt service = Profit after tax + Depreciation + Interest	Debt Service = Interest + Principal repayments of term loans	4.30	6.69	-35.70%	Due to loss incurred during the year.
4	Return on Equity Ratio	Profit after tax	Average Shareholders' Funds	-0.02	0.10	122.31%	Due to loss incurred during the year.
5	Inventory Turnover Ratio	Net Sales (excl. commission and support services)	Average Inventory	18.00	9.94	81.10	Inventory decreased substantially
6	Trade Receivables Turnover Ratio	Net Sales	Average Trade Receivables	1.44	1.57	8.57%	-
7	Trade Payables Turnover Ratio	Net Purchases	Average Trade Payables	4.43	4.98	11.07%	-
8	Net Capital Turnover Ratio	Net Sales	Working Capital = Current Assets - Current Liabilities (excl. current maturities of long term debt)	0.73	0.60	22.41%	-
9	Net Profit Ratio	Profit before tax	Net Sales	-0.06	0.21	-128%	There is loss as compared to profit in the previous year.



S. No.	Ratio	Numerator	Denominator	FY 2024- 25	FY 2023- 24	Variance in %	Reason for Variance if more than 25%
10	Return on Capital Employed	Earning before interest and tax	Capital Employed = Net worth + Total debt	-0.02	0.10	-118.8%	There is loss as compared to profit in the previous year
11	Return on Investment	Profit before tax	Average Total Assets	-0.02	0.11	-299%	There is loss as compared to profit in the previous year & Average Total Assets have increased as compared to previous year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company has a committed and dedicated workforce with high enthusiasm. The Company maintained cordial and harmonious relations with its employees throughout the year. Various employee engagement initiatives and training programs were undertaken to enhance productivity, skill development, and overall job satisfaction.

As on March 31, 2025, the total number of employees on the rolls of the Company stood at 135. The Company continues to focus on attracting and retaining talent, and is committed to fostering a positive and inclusive work environment to support its long-term growth strategy.

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 standalone financial statements of **Micropro Software Solutions Limited** ("the Company") (formerly known as Micropro Software Solutions Private Limited), which comprise the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss, the Standalone Statement of Cash flows for the year then ended, and notes to the standalone financial statements for the year ended March 31, 2025, 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, 2025, its loss 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.

Key Audit Matter	rs
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1) Revenue Recognition:

The Company receives its revenue primarily from sale of services.

We identified recognition of revenue from sale of services as a key audit matter as it is one of the key performance indicators of the Company and because of the potential risk that revenue transactions may not be recognised in the appropriate period.

How audit addressed the key audit matter

Our audit procedures include the following:

- Obtained an understanding, evaluated the design and tested the controls over the process of capturing, processing and recording of information related to sale of services;
- Assessed the appropriateness of the Company's accounting policy for recording of revenue from sale of services in line with requirements of applicable accounting standards;
- Tested the policies on sample basis where revenue from sale of services was recorded close to year end and subsequent to period end and evaluated that these were recorded in the appropriate accounting period; and
- Tested a sample of journal entries posted throughout the year to revenue accounts that met specific criteria to identify unusual or irregular items.



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 31st March, 2025 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2025 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 does not have any pending litigations which would impact its financial position.



- (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 a and b 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, 2025 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.

For Banthia Damani & Associates

Chartered Accountants Firm Reg. No.: 126132W

Place: Nagpur

Date: 27th May, 2025

UDIN: 25042804BMLYDN5429 (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 31st March 2025

(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. However, they have not been produced for verification.
- (2) According to the information and explanations given to us, the Company has maintained proper records showing full particulars of intangible assets. However, they have not been produced for verification.
- (b) According to the information and explanation given to us, the Company has conducted physical verification exercise of Property, Plant and Equipment during the current year. However, in absence of verification records, 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 the end of the year. 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. As explained, 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 1 wholly owned subsidiary and granted loans to Companies 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, Investment, loans and advances in the nature of loans provided by the Company to other parties, are given herewith in a tabular form, as under:

(Rs. in lacs)

Particulars	Guarantees	Investment	Loans	Advances in nature of loans
Aggregate amount granted/provided during the year				
- Subsidiary	_	72.42	_	16.67
5 do Sidiai y		, 2.72		
- Joint Venture	-	-	-	-



- Associate	-	-	-	-
- Others	-	-	596.75	-
Balance outstanding as at Balance Sheet date				
- Subsidiary	-	72.42	-	16.67
- Joint Venture	-	-	-	-
- Associate	-	-	-	-
- Others	-	-	496.31	-

The Company has not provided security to any entity nor has it given any guarantee for any entity during the year.

- (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 the aforesaid loans to other parties, the schedule of repayment of principal and payment of interest has been stipulated and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable except one party (company) who has not paid interest on due date.

Name of the Entity	Amount (Rs. in lacs)	Due date	Date of payment	Extent of delay	Remarks, if any
AISL Technologies Pvt Ltd	2.72	30/09/2024	-	182 days	-

Further, the Company has given interest free advance in the nature of loan to its 100% owned subsidiary, Microsync Information Technology Co. LLC, for which the schedule of repayment is not stipulated.

(d) According to the information and explanations given to us and in our opinion, the overdue amounts of repayment of loans and advances in the nature of loans are as follows:



(Rs in lacs)

No. of cases	Principal amount overdue	Interest overdue	Total overdue	Remarks, if any
1	-	2.72	2.72	-

We have been informed that the company is making correspondence with the defaulting party for recovery of interest which is overdue.

- (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 given advances in the nature of loans to 100% owned subsidiary which is repayable on demand.
- (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 granted advance in the nature of loans to 100% owned subsidiary, repayable on demand or without specifying any terms or period of repayment.

(Rs. in lacs)

	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	16.67	-	16.67
- Agreement does not specify any terms of repayment (B)	-	-	-
Total (A + B)	16.67	-	16.67
Percentage of loans/advances in nature of loans to the total loans	100%	-	100%

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, as specified under Sections 185 and 186 of the Act. In respect of Investment made



- and 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 31st March 2025 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, 2025 are given below:

Name of the Statute	Nature of dues	Amount (Rs.in lacs)	Period to which the amount relates	Forum where the dispute is pending	Remarks
GST	Interest & Penalty	4.66	FY 2018-19	Application filed for waiver U/s 128 A before DCST	-

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, the Company has not obtained any term loans during the year. Hence reporting under clause 3(ix)(c) of the Order is not applicable.
- (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 not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.



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 subsection (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. In respect of the subsidiary company included in the consolidated financial statements, reporting under the Companies (Auditor's Report) Order (CARO) is not applicable as it is a foreign company incorporated in United Arab Emirates. Accordingly, reporting under clause 3(xxi) of the Order is not applicable to the Company.

For Banthia Damani & Associates

Chartered Accountants Firm Reg. No. 126132W

Place: Nagpur

Date: 27th May, 2025

UDIN: 25042804BMLYDN5429 (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 31st March, 2025 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 2025, 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: 27th May, 2025

UDIN: 25042804BMLYDN5429

(Rajeev Damani)

Partner

M. N. 42804



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR CIN: L72200MH1996PLC102385

Standalone Balance Sheet as at 31st March, 2025

(Amount in Lacs)

Particulars	Notes	As at 31.03.2025	As at 31.03.2024
EQUITY AND LIABILITIES	110103	115 at 31.03.2023	715 at 31.03.202 i
Shareholders' Funds			
Share Capital	1	1,429.94	1,429.94
Reserves and surplus	2	3,210.84	3,315.53
reserves and surprus		3,210.04	3,313.33
		4,640.78	4,745.47
Non-Current Liabilities		7,040.76	7,/73.7/
Long-term borrowings			
Deferred tax liabilities (Net)	4	29.15	46.15
Long-term provisions	5	33.38	29.68
Long-term provisions		62.53	75.83
Current Liabilities		02.33	13.03
Short-term borrowings	6		392.00
Trade payables	7	-	392.00
- dues of MSMEs	/	4.53	5.20
- dues of MSMEs - dues of other than MSMEs		325.16	70.50
Other current liabilities	8	200.44	128.07
Short-term provisions		200.44	110.00
Short-term provisions	9	530.13	705.77
TOTAL	-		
		5,233.44	5,527.07
ASSETS			
Non-Current Assets			
Property, Plant & Equipment and Intangible assets	10		
(i) Property, Plant & Equipment		998.73	1,097.44
(ii) Intangible assets		189.99	73.22
(iii) Intangible assets under development		326.62	-
Non-current Investments	11	109.42	37.00
Other non-current assets	12	311.17	46.21
		1,935.93	1,253.87
Current Assets			
Inventories	13	31.31	70.38
Trade receivables	14	1,316.20	1,515.66
Cash and bank balance	15	1,304.36	2,276.20
Short-term loans and advances	16	644.24	405.52
Other current assets	17	1.40	5.45
		3,297.51	4,273.21
TOTAL		5,233.44	5,527.07
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 UDIN: 225042804BMLYDN5429

Place: Nagpur Date: 27th May, 2025

For Micropro Software Solutions Limited

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

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



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR CIN: L72200MH1996PLC102385

Standalone Profit & Loss account for the year ended 31.03.2025

(Amount in Lacs)

(Amount in La						
Particulars	Notes	Year ended 31.03.2025	Year ended 31.03.2024			
INCOME						
Revenue from operations	18	2,032.58	2,148.25			
Other Income	19	176.25	80.06			
Total Revenue		2,208.83	2,228.31			
EXPENSES						
Purchases of Stock-in-Trade		377.92	228.73			
Purchases of Services		519.77	202.99			
Changes in Inventories of Stock-in-trade	20	39.07	(7.10)			
Employee benefits expense	21	926.22	832.69			
Finance costs	22	30.27	70.49			
Depreciation and amortisation expense	10	204.71	90.51			
Other expenses	23	228.65	365.63			
Total Expenses		2,326.61	1,783.93			
Profit before exceptional item & tax		(117.78)	444.38			
Profit/ (Loss) before tax		(117.78)	444.38			
Tax expenses		` ,				
-Current tax		-	110.00			
-Deferred tax		(17.00)	17.47			
- Income tax (earlier years)(Net)		3.91	6.04			
		(13.09)	133.51			
Profit/(Loss) for the year		(104.69)	310.87			
Adjusted earnings per equity share						
Basic & Diluted (in Rs.)	24	(0.73)	2.61			
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

UDIN: 225042804BMLYDN5429

Place: Nagpur Date: 27th May, 2025

For Micropro Software Solutions Limited

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

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



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR CIN: L72200MH1996PLC102385

Standalone Cash Flow Statements for the year ended on 31.03.2025

(Amount in Lacs)

(Amount in Lac			,
Particulars		Year ended 31st March, 2025	Year ended 31st March, 2024
A. CASH FLOW FROM OPERATING ACTI	IVITIES:		
Net Profit before tax		(117.78)	444.38
Adjustment for:-		,	
Depreciation and Amortisation Expense		204.71	90.51
Finance Costs		30.27	70.49
Interest Income		(112.60)	(70.28)
Provision for Gratuity		3.69	(3.72)
Share issue Expenses		-	(464.31)
Income Tax (Earlier Year)		(3.91)	(6.04)
Operating Profit before Working Capital (Changes	4.38	61.03
Adjustment for:-			
Trade & Other Assets		(300.18)	(430.47)
Inventories		39.07	(7.10)
Trade Payables & Other Liabilities		326.37	(106.92)
Direct Taxes Paid		(110.00)	(230.70)
CASH USED IN OPERATING ACTIVITI	ES (A)	(40.36)	(714.16)
B. CASH FLOW FROM INVESTING ACTIV	VITIES:		
Purchase of PPE & Intangible Assets		(549.39)	(423.83)
Change in Non Current Investment		(72.43)	-
Interest Income		112.60	70.28
NET CASH USED IN INVESTING ACTIV	VITIES (B)	(509.22)	(353.55)
C. CASH FLOW FROM FINANCING ACTI	VITIES:		
Proceeds from preferential & IPO share iss	ue	-	3,251.52
Proceeds from / (Repayment) of Borrowing	2	(392.00)	(5.97)
Interest & Finance Charges Paid		(30.27)	(70.49)
CASH FLOW FROM FINANCING ACTI	VITIES (C)	(422.27)	3,175.06
Net Increase in Cash and Cash Equivalents	s (A+B+C)	(971.85)	2,107.35
Opening Balance of Cash and Cash Equivalents		2,276.21	168.86
Closing Balance of Cash and Cash Equival	ents	1,304.36	2,276.21

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

UDIN: 225042804BMLYDN5429

Place: Nagpur Date: 27th May, 2025 For Micropro Software Solutions Limited

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

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



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR Notes to the financial statements for the year ended 31.03.2025:

1) SHARE CAPITAL:

(Amount in Lacs)

	As at 31.03.2	2025	As at 31.03.20	24
	Number	Amount	Number	Amount
Equity Shares of Rs.10/- each	15,000,000	1,500.00	15,000,000	1,500.00
Equity Shares of Rs.100/- each	-	-	-	-
Issued, Subscribed & Paid up				
Equity Shares of Rs.10/- each	14,299,400	1,429.94	14,299,400	1,429.94
Equity Shares of Rs.100/- each	-	-	-	-
Total Share Capital	-	1,429.94	-	25.00

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

	As at 31.03.2025		As at 31.03.	2024
	Number	Amount	Number	Amount
(i) Equity Shares of Rs.100/- each				
Equity shares outstanding at the beginning of the	-	-	25,000	25.00
period				
Less: Splitting of 1 share of Rs.100/- each to 10 shares			(25,000)	(25)
of Rs.10/- each				
Equity shares outstanding at the end of the period	-	-	-	-
(ii) Equity Shares of Rs.10/- each				
Equity shares outstanding at the beginning of the	14,299,400	1,429.94	-	-
period	-	-	250,000	25.00
Add: Splitting of 1 share of Rs.100/- each to 10 shares	-	-	10,000,000	1,000.00
of Rs.10/- each	-	-	259,000	25.90
Add: Bonus issue (ratio of 40:1)	-	-	3,790,400	379.04
Add: Private placement offer				
Add: Initial Public Offer				
Equity shares outstanding at the end of the period	14,299,400	1,429.94	-	-

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

Name	As at 31.03.20	As at 31.03.2025		24
	No. of shares	% held	No. of shares	% held
Swati Rajurkar (Promoter)	1,619,500	11.33%	1,619,500	11.33%
Meenakshee Mokashi (Promoter)	1,578,500	11.04%	1,578,500	11.04%
Hitesh Parikh (Promoter)	1,496,500	10.47%	1,496,500	10.47%
Meher Pophali	1,291,500	9.03%	1,291,500	9.03%
Manish Peshkar	1,148,000	8.03%	1,148,000	8.03%
Srinivas C. Sabbineni	1,148,000	8.03%	1,148,000	8.03%
Shefali Parikh (Promoter)	738,000	5.16%	738,000	5.16%
Sanjay Mokashi(Promoter)	656,000	4.59%	656,000	4.59%
Prashant Rajurkar (Promoter)	574,000	4.01%	574,000	4.01%



- 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 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.

1.5 Details of shares held by Promoters:

Name	As at 31.03.202	25	As at 31.03.2	2024	% change
	No. of shares	% held	No. of shares	% held	during the period
- Equity shares of Rs.10/ each					•
Swati Rajurkar	1,619,500	11.33%	1,619,500	11.33%	-
Meenakshee Mokashi	1,578,500	11.04%	1,578,500	11.04%	-
Hitesh Parikh	1,496,500	10.47%	1,496,500	10.47%	-
Shefali Parikh	738,000	5.16%	738,000	5.16%	-
Sanjay Mokashi	656,000	4.59%	656,000	4.59%	-
Prashant Rajurkar	574,000	4.01%	574,000	4.01%	-

2) RESERVES AND SURPLUS:

(Amount in Lacs)

	As at	As at
	31.03.2025	31.03.2024
Securities Premium		
As per last financial statements	2,382.27	-
Add: Received during the year pursuant to Initial Public Offer	-	2,846.58
<u>Less</u> : Share Issue Expenses netted of against the above	-	(464.31)
(Refer note 3 below)		
Total (A)	2,382.27	2,382.27
General Reserve		
As per last financial statements	933.26	1,622.37
Less: Provision for gratuity being revalued as per acturial valuation	-	
Less: Issue of Bonus Shares	-	(1,000.00)
Add: Balance transferred from surplus balance in the statement of profit &	(104.69)	310.87
loss	(104.07)	310.67
Total (B)	828.57	933.26
Surplus in the statement of profit and loss:		
Balance as per last financial statements	-	-
Add: Profit/ (loss) for the period	(104.69)	310.87
Closing Balance	(104.69)	310.87
<u>Less</u> : Appropriations	-	-
Transfer to general reserve	104.69	(310.87)
Net surplus in the statement of profit and loss (C)	-	-
Total (A+B+C)	3,210.84	3,315.53



3) 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 ofRs.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 lakhs has been adjusted against the premium amount as above.

4) DEFERRED TAX LIABILITY (Net):

(Amount in Lacs)

	As at 31.03.2025	As at 31.03.2024
Deferred tax liabilities/(Assets):		
Related to Fixed Assets	29.15	46.15
Total	29.15	46.15

5) LONG TERM PROVISIONS:

	As at 31.03.2025	As at 31.03.2024
Provision for Gratuity	33.38	29.68
Total	33.38	29.68

6) SHORT TERM BORROWINGS:

	As at 31.03.2025	As at 31.03.2024
Working capital facilities from banks:		
Overdraft (secured)*	-	392.00
Total	-	392.00

^{*} 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 31.03.2025	As at 31.03.2024
Undisputed dues of MSMEs	4.53	5.20
Undisputed dues of other than MSMEs	325.16	70.50
Total	329.69	75.70

8) OTHER CURRENT LIABILITIES:

	As at 31.03.2025	As at 31.03.2024
Advance from customers	12.98	4.56
Statutory remittances	67.78	56.21
Other liabilities	119.68	67.30
Total	200.44	128.07



9) SHORT TERM PROVISIONS:

(Amount in Lacs)

	As at 31.03.2025	As at 31.03.2024
Provision for income tax	-	110.00
Total	-	110.00

11) NON CURRENT INVESTMENTS:

	As at 31.03.2025	As at 31.03.2024
Non-trade Investments (at cost)		
Investment in unquoted equity instruments		
i) Micropark Logistics Private Limited	37.00	37.00
(37000 Equity Shares of face value Rs. 100/- fully paid up)		
(Previous year 37000 Equity Shares of face value Rs. 100/-fully paid up)		
ii) Microsync Information Technology Co. LLC	72.42	-
(1000 Equity Shares of face value AED 300 (Rs.7242/-) fully paid up)		
(Previous year NIL Equity Shares of face value Rs. NIL fully paid up)		
(Extent of holding- 100%)		
TOTAL	109.42	37.00

12) OTHER NON CURRENT ASSETS:

	As at 31.03.2025	As at 31.03.2024
Capital advances	185.91	18.91
Prepaid Expenses	42.95	-
Earnest money, Security & other deposits	21.45	23.26
Fixed Deposits (with maturity period of more than 12 months) (with Interest accrued) (security against Bank Guarantee, and overdraft)	60.86	4.04
Total	311.17	46.21

13) INVENTORIES:

(As taken, valued and certified by the management)

	As at 31.03.2025	As at 31.03.2024
Stock-in-trade:		
Hardware	1.31	23.20
Software	-	14.18
Work In Progress - Software Development	30.00	33.00
Total	31.31	70.38





14) TRADE RECEIVABLES

(Amount in Lacs)

	As at 31.03.2025	As at 31.03.2024
Unsecured and considered good *	1,316.20	1,515.66
Total	1,316.20	1,515.66

For ageing schedule of trade receivables, please see note 48 (d).

15) CASH AND BANK BALANCES:

	As at 31.03.2025	As at 31.03.2024
Cash and cash equivalents		
Balance with Banks		
On current accounts	299.55	274.68
Cash on hand	5.37	4.36
Other bank balances		
Fixed Deposits (with original maturity period of more than 3 months but less than 12 months)(with interest accrued)	737.75	1,952.36
Fixed Deposits (with remaining maturity less than 12 months) (with interest accrued)	261.69	44.80
Total	1,304.36	2,276.20

16) SHORT TERM LOANS AND ADVANCES:

	As at 31.03.2025	As at 31.03.2024
TDS & Advance Income tax	46.01	108.00
Prepaid expenses	4.85	56.09
Advance to staff	1.35	0.44
Advance to suppliers	3.46	2.08
Inter Company Deposit (ICD)	496.31	121.71
Deposit to NSE	-	30.70
Unbilled Revenue	75.60	-
Advances recoverable in cash or in kind *	16.67	86.50
Total	644.24	405.52

^{*} Advance given to 100 % foreign subsidiary company

17) OTHER CURRENT ASSETS:

	As at 31.03.2025	As at 31.03.2024
VAT receivable	1.40	1.63
GST refund receivable	-	3.82
Total	1.40	5.45

^{*} See Note 42 & 43



18) Revenue from operations:

(Amount in Lacs)

	2024-25	2023-24
Sale of products		
Software	184.51	240.66
Hardware	353.84	189.36
	538.35	430.02
Sale of services		
Software Development	376.91	234.19
Maintenance & Support services	1,112.97	1,480.80
	1,489.88	1,714.99
Other Operating Revenue		
Commission	4.35	3.24
	4.35	3.24
Revenue from operations (Net)	2,032.58	2,148.25

19) Other Income:

	2024-25	2023-24
Interest		
- on fixed deposits with bank	112.60	70.28
- on ICD	45.52	1.77
- on Income Tax refund	0.82	-
Foreign exchange gain	17.31	8.01
Total	176.25	80.06

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

		2024-25	2023-24
A. Opening stock (Traded Goods)			
Hardware		23.20	33.27
Software		14.18	30.00
	Total (A)	37.38	63.27
B. Closing stock (Traded Goods)			
Hardware		1.31	23.20
Software		-	14.18
	Total (B)	1.31	37.38
C. Opening stock (Work in Progress)			
Software development (Work In progress)		33.00	-
D. Closing stock (Work in Progress)			
Software development (Work In progress)		30.00	33.00
	Total (C-D)	3.00	(33.00)
C. (Increase) / Decrease in stock (A - B+C-D)		39.07	(7.10)



21) Employee benefits expenses:

(Amount in Lacs)

	2024-25	2023-24
Salary, Bonus & Allowances	689.70	596.89
Contribution to Provident and other Fund	30.43	28.39
Workman & Staff Welfare	10.41	11.73
Director's Remuneration	195.68	195.68
Total	926.22	832.69

22) Finance costs

	2024-25	2023-24
Interest		
- to banks on Term Loan facilities	-	24.42
- to banks on working capital facilities	27.86	11.01
- on delayed payment of Income tax / TDS	0.12	0.60
- on delayed payment of GST	-	0.44
Bank commission & charges	2.29	15.38
Loss on foreign currency transactions / translation	-	18.64
Total	30.27	70.49

23) Other Expenses:

	2024-25	2023-24
Operational Expenses :		
Operation and Maintenance charges	35.47	42.28
Internet and training expenses	3.67	3.84
Administrative Expenses :		
Rent	14.84	18.95
Rates & Taxes	4.39	3.58
Electricity	16.81	13.04
Telephone Expenses	4.65	5.73
Printing and Stationery	0.84	0.49
Conveyance	2.51	4.51
Fee and Subscription	1.57	1.27
Insurance	23.32	22.34
Repairs & maintenance : - Computers / Machinery		
- Office Premises and Other	17.49	30.53
Security Charges	3.36	2.49
Internal Audit fee	1.00	0.60
Legal & Professional Expenses	23.93	30.64
Payment to Auditors	5.14	4.02
Travelling Expenses	16.33	19.40
Guest house Expenses	0.58	1.82



Office and Other Misc. Expenses	19.24	21.42
Advertisement & Business Promotion	0.66	10.26
Commission on sales	8.66	92.98
Donation	0.59	1.37
Bad debt written off	23.62	21.31
Other	-	12.76
Total	228.65	365.63

24) Earnings per share:

	2024-25	2023-24
Net profit for the period (Rs. in lacs)	(104.69)	310.87
Weighted average number of shares (restated)	14,299,400	11,933,432
Nominal value of each share (Rs.)	10.00	10.00
Adjusted Basic and diluted earning per share (Rs. per		
share)	(0.73)	2.61

Calculation of Weighted average number of shares for EPS

	2024-25	2023-24
Opening number of shares for the period	14,299,400	25,000
Add: Shares issued due to stock spilt (re-stated for previous year)	-	225,000
Add: Bonus shares (re-stated for previous year)	-	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
Weighted average number of shares	14,299,400	11,933,432

25) Significant accounting policies

(For the year ended on 31/03/2025)

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 31stMarch, 2025 were approved and adopted by Board of Directors in their meeting dated 27th May, 2025.



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 recognised 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.



xiv) Cash flow statement

Cash flow statement are reported using the indirect method, whereby profit / (loss) before extraordinary 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.

xv) 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.

xvi) 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.

26) Contingent Liabilities:-

- a) Letter of credit and Bank Guarantees outstanding: Rs.89.59 lacs (Pre.Yr. 109.05lacs).
- b) GST department has raised a demand of Interest & penalty for Rs.4.66 lacs for FY 2018-19 (previous year Rs.4.66 lacs) against which the Company has filed an application for waiver under new section 128A of CGST Act (Amnesty Scheme) before DCST.
- c) Estimated amount of contracts remaining to be executed on capital account and not provided for is Rs. 432 lacs.

27) Initial Public Offer:-

During the **previous year**, the company voluntarily got itself converted from a 'Private Limited Company' to 'Public Limited Company' vide its certificate of Incorporation consequent to conversion dated 16thJune, 2023 issued by Ministry of Corporate Affairs, India. The Company's shares were listed with National Stock Exchange of India Limited (NSE) EMERGE Platform consequent to a public offer of shares by the Company. During the previous year, 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	450.88
	2619.34	2619.34

- 28) 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.
- 29) 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.
- **30)** 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.
- 31) Remuneration paid during the year to whole time Directors: Rs.195.68 lacs (Pre. Year: Rs.195.68 lacs).
- **32)** 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.
- **33)** The statement of profit and loss includes the items which belong to prior periods: Nil (Pre year : 12 Lacs)

34) Payment to Auditors:

As Auditor,

Audit : Rs.3.00 lacs (P.Y. Rs. 2.75 lacs)
 Tax Audit : Rs.0.60 lacs (P.Y. Rs. 0.50 lacs)
 Certification work : Rs.0.79 lacs (P.Y. Rs. 0.34 lacs)
 Limited Review : Rs.0.75 lacs (P.Y. Rs. 0.43 lacs)

35) Foreign currency expenses and earnings

Foreign Currency Expenses	FY 2024-25	FY 2023-24
- Professional & consultation fees		4.35
- Interest		23.69
- Legal expenses	2.71	7.84
- Other matters	52.09	139.14
Total	54.80	175.02
Foreign Currency Earnings	FY 2024-25	FY 2023-24
- Export of goods calculated on FOB basis	-	-



- Royalty, know-how, professional and consultation fees	16.70	95.36
- Interest and dividend	-	-
- Other income	-	-
Total	34.01	95.36

- **36)** 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.
- **37**) During the previous 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.
- **38)** 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.
- **39)** 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.
- **40)** 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 31.03.2025.

	Particulars		Previous Year
1)	Changes of opening and closing balances of defined benefit obligation		
-	Present Value of Obligations as at beginning of year	47.15	41.63
-	Interest Cost	3.30	3.00
-	Current Service Cost	0.76	2.43
-	Benefit Paid	0.00	(0.52)
-	Actuarial (gain) / Loss on obligation	0.68	0.61
-	Present Value of Obligations as at end of year	51.89	47.15
2)	Changes in opening and closing balances of fair value of plan assets		
-	Fair value of plan assets at beginning of year	17.47	8.23
-	Expected return on plan assets	1.22	0.59
-	Contribution	0.00	9.07
-	Benefit paid	0.00	(0.52)
-	Actuarial Gain / (Loss) on Plan Assets	(0.18)	0.10



	Particulars	Current Year	Previous Year
-	Fair Value of plan assets at the end of year	18.51	17.47
3)	Reconciliation of Fair value of assets and obligations		
-	Present value of obligations as at the end of year	51.89	47.15
-	Fair value of plan assets as at the end of the year	(18.51)	(17.47)
-	Net (Assets) / Liability recognized in the Balance Sheet	33.38	29.68
4)	Expenses Recognized in statement of Profit & Loss		
-	Current Service Cost	0.76	2.43
-	Interest Cost	3.30	3.00
-	Expected return on plan assets	(1.22)	(0.59)
-	Net Actuarial (Gain) / Loss recognized	0.85	0.51
-	Expenses Recognized in statement of Profit & Loss	3.69	5.35

Assumptions

Particulars	Current Year	Previous Year
Discount Rate	6.50%	7%
Salary Growth Rate	10.00%	10%
Expected Rate of Return	6.50%	7%
Normal Retirement Age	58 years	58 years
Average Future Service	24.71 years	23.69 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%		
Total	100%	100%		



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

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

	Particulars	As at 31/03/2025	As at 31/03/2024
a.	The principal amount remaining unpaid to any supplier at the end of the year	4.53	5.20
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	-	-
	Total	4.53	5.20

- **42)** Trade receivable includes outstanding amount of Rs.250.97 lacs from Microsync Information Technology Co LLC., a 100 percent subsidiary company acquired during the year.
- **43)** Trade receivable includes old outstanding amount of Rs.293.17 lacs from Sidilega Private Hospital, Botswana. The company has sent a legal notice to the party through an advocate for recovery of the amount. The management believes that amount 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

Sr	Name of Party	Relationship
i)	Microsync Information Technology Co. LLC	Subsidiary Company
ii)	Micropark Logistics Private Limited	Directors are interested
iii)	Microdata Simulation Solutions FZCO	Directors are interested
	Key Management Personnel	
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

Sr	Name of Party	Nature of Transaction	FY 2024- 25	FY 2023-24
(i)	Mr. Sanjay Mokashi	Director's Remuneration	66.58	66.58
(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	64.55
(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	64.55
(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	9.52
(xi)	Mrs. Varsha Pophali	Salary	7.94	7.94
(xii)	Mrs. Kshipra Peshkar	Salary	7.94	7.94
(xiii)	Micropark Logistics Private Limited	Sales	3.39	43.92
(xiv)	Microsync Information Technology Co. LLC	Loans & Advances	16.67	-
(xv)	Microsync Information Technology Co. LLC	Investment in Shares	72.42	-



c) Outstanding balances with related parties

(Rs. in lacs)

Nature of outstanding balance	Name of related party	As at 31/03/2025	As at 31/03/2024
Director's remuneration payable	Mr. Sanjay Mokashi	9.58	8.96
Director's remuneration payable	Mr. Meher Pophali	7.84	7.37
Director's remuneration payable	Mr. Manish Peshkar	10.22	8.15
Salary payable	Mrs. Meenakshi Mokashi	0.52	0.54
Salary payable	Mrs. Varsha Pophali	0.54	0.56
Salary payable	Mrs. Kshipra Peshkar	0.58	0.44
Trade receivables	Micropark Logistics Private Limited	5.38	41.09
Trade receivables Microdata Simulation Solutions FZCO		0.00	3.94
Loans & Advances	Microsync Information Technology Co. LLC	16.67	-
Trade receivables	Microsync Information Technology Co. LLC	255.94	250.96

- **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 2024-25	FY 2023-24
i) Gross amount required to be spent during the year	NIL	9.23
ii) Gross amount spent during the year	NIL	10.00

47) 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:



Particulars	Year ende	d 31st Mai	rch, 2025	Year ended 31st March, 2024		
Tarticulars	IT Services	Trading	Total	IT Services	Trading	Total
REVENUE						
Total Revenue	1,580.63	451.95	2,032.58	1,847.88	300.37	2,148.25
Less : Inter Segment Revenue	-	-	-	-	-	-
Net Revenue	1,580.63	451.95	2,032.58	1,847.88	300.37	2,148.25
RESULTS						
Profit / (Loss) before tax & Interest	340.53	52.13	392.66	844.40	59.47	903.87
Less: Interest & charges	-	-	(30.27)	-	-	(70.49)
Less: Unallocated expenditure	-	-	(656.43)	-	-	(461.06)
Add: Unallocated income	-	-	176.26	-	-	72.05
Total Profit before tax	-	-	(117.78)	-	-	444.38
Provision of Tax:						
- Current	-	-	-	-	-	(110.00)
- Deferred	-	-	17.00	-	-	(17.47)
- Income tax (earlier years)	-	-	(3.91)	-	-	(6.04)
Profit/(Loss) for the year	-	-	(104.69)	ı	-	310.87
Other Information:						
Assets	2,416.44	54.86	2,471.30	2,126.07	63.94	2,190.01
Unallocated Asset	-	-	2,762.14	-	-	3,337.06
Liabilities Unallocated Liabilities	373.91	119.79	493.70 98.95	133.39	37.76	171.15 610.46



Particulars	Year ended 31st March, 2025			Year ended 31st March, 2024		
i ai ticulai s	IT Services	Trading	Total	IT Services	Trading	Total
Capital Employed	2,042.53	(64.93)		1,992.69	26.18	
(Segmental Assets - Segmental Liabilities)						
Capital Expenditure	202.82	-	202.82	369.40	-	369.40
Unallocated Capital Expenditure	-	-	19.95	-	-	54.43
Depreciation & Amortisation	137.51	-	137.51	27.46	-	27.46
Unallocated Depreciation & Amortisation	-	-	67.20	-	-	63.06

Secondary Segment Information based on geographical segments

Break-up of Revenue from Operations

Particulars	FY 2024-25	FY 2023-24
Revenue from Indian Operations		
- Domestic sales	2006.34	2052.89
- Exports	16.73	16.58
Revenue from Overseas Operations		
- UAE	9.51	78.78
TOTAL	2032.58	2148.25

	India	Overseas (UAE)	Total
For the year 2024-25			
Segment assets	5038.76	194.68	5233.44
Additions in Property, Plant & Equipment:			
-Tangible assets	41.76	1.01	42.77
-Intangible assets	180.00	-	180.00
For the year 2023-24	1		
Segment assets	5262.76	264.31	5527.07
Additions in Property, Plant & Equipment:			



Information about geographical segments for the year ended March 31, 2025							
India Overseas (UAE) Total							
-Tangible assets	347.67	-	347.67				
-Intangible assets	76.16	-	76.16				

48) 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) i. Capital Work-in-Progress Ageing Schedule : Nil
 - ii. Intangible Assets under Development Ageing Schedule

(Rs. in lacs)

Particulars	Amount in Int	angible Asse a perio		elopment for	Total	
	Less than 1 year					
For FY 2024-25 Projects in progress	326.62	-	-	-	326.62	
For FY 2023-24 Projects in progress	-	-	-	-	-	

(c) Trade Payables Ageing Schedule

		Outstanding	g for follow	ing periods	
Particulars	Less than	1-2	2-3	More than	Total
	1 year	years	years	3 years	Total
For the year ending 31/03/2025					
(i) MSME	4.53	-	-	-	4.53
(ii) Others	323.06	0.58	1.03	0.50	325.17
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
For the year ending 31/03/2024					
(v) MSME	5.20	-	-	-	5.20
(vi) Others	69.20	0.81	0.50	-	70.50
(vii) Disputed dues- MSME	-	-	-	-	-
(viii) Disputed dues- Others	-	-	-	-	-



(d) Trade Receivables Ageing Schedule

		Outstan	ding for fo	llowing pe	riods	
Particulars	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
For the year ending 31/03/2025						
(i) Undisputed trade receivables- considered good	631.69	9.33	353.97	2.11	25.93	1023.03
(ii) Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables- considered good	-	-	293.17	-	-	293.17
(iv) Disputed trade receivables- considered doubtful	-	-	-	-	-	-
For the year ending 31/03/2024						
(v) Undisputed trade receivables- considered good	1070.43	65.07	342.64	21.43	16.08	1515.66
(vi) Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
(vii) Disputed trade receivables- considered good	-	-	-	-	-	-
(viii) Disputed trade receivables- considered doubtful	-	-	-	-	-	-



(e) Key Financial Ratios

S. No.	Ratio	Numerator	Denominator	FY 2024- 25	FY 2023-24	Variance in %	Reason for Variance if more than 25%
1	Current Ratio	Current Assets	Current Liabilities	6.22	6.05	2.81%	
2	Debt- Equity Ratio	Total Debt	Shareholders' Funds	0.00	0.08	-100%	Debt repaid fully
3	Debt Service Coverage Ratio	Earnings for debt service = Profit after tax + Depreciation + Interest	Debt Service = Interest + Principal repayments of term loans	4.30	6.69	-35.70%	Due to loss incurred during the year.
4	Return on Equity Ratio	Profit after tax	Average Shareholders' Funds	-0.02	0.10	122.31%	Due to loss incurred during the year.
5	Inventory Turnover Ratio	Net Sales (excl. commission and support services)	Average Inventory	18.00	9.94	81.10	Inventory decreased substantially
6	Trade Receivables Turnover Ratio	Net Sales	Average Trade Receivables	1.44	1.57	8.57%	-
7	Trade Payables Turnover Ratio	Net Purchases	Average Trade Payables	4.43	4.98	11.07%	-
8	Net Capital Turnover Ratio	Net Sales	Working Capital = Current Assets - Current Liabilities (excl. current maturities of long term debt)	0.73	0.60	22.41%	-



S. No.	Ratio	Numerator	Denominator	FY 2024- 25	FY 2023-24	Variance in %	Reason for Variance if more than 25%
9	Net Profit Ratio	Profit before tax	Net Sales	-0.06	0.21	-128%	There is loss as compared to profit in the previous year.
10	Return on Capital Employed	Earning before interest and tax	Capital Employed = Net worth + Total debt	-0.02	0.10	-118.8%	There is loss as compared to profit in the previous year
11	Return on Investment	Profit before tax	Average Total Assets	-0.02	0.11	-299%	There is loss as compared to profit in the previous year & Average Total Assets have increased 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 2024

(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) Willful Defaulter

The Company had not been declared a willful 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 willful 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
 - i.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 is not applicable.

(1) 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), *except to 100 % owned foreign subsidiary*, 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.

49) Events occurring after the Balance Sheet date

No adjusting or significant non-adjusting events have occurred between 31 March 2025 and the date of authorisation of these standalone financial statements.

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

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

UDIN: 225042804BMLYDN5429

Place: Nagpur

Date: 27th May, 2025

For Micropro Software Solutions Limited

(Sanjay Mokashi)(Meher Pophali)Managing DirectorWholetime DirectorDIN: 01568141DIN: 01568099

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



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 Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Micropro Software Solutions Limited** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information based on the relevant records (hereinafter referred to as 'the Consolidated Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, 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, 2025, its consolidated loss and its consolidated 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 Consolidated Financial Statements* section of our report. We are independent of the Group 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 thereunder, 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 and the audit evidence obtained by other auditors in terms of their reports referred to in Other Matters paragraph below 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Key A	udit	Mat	ters
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How audit addressed the key audit matter

2) Revenue Recognition:

The Group receives its revenue primarily from sale of services.

We identified recognition of revenue from sale of services as a key audit matter as it is one of the key performance indicators of the Group and because of the potential risk that revenue transactions may not be recognised in the appropriate period.

Our audit procedures include the following:

- Obtained an understanding, evaluated the design and tested the controls over the process of capturing, processing and recording of information related to sale of services;
- Assessed the appropriateness of the Group's accounting policy for recording of revenue from sale of services in line with requirements of applicable accounting standards;
- Tested the policies on sample basis where revenue from sale of services was recorded close to year end and subsequent to period end and evaluated that these were recorded in the appropriate accounting period; and
- Tested a sample of journal entries posted throughout the year to revenue accounts that met specific criteria to identify unusual or irregular items.



Information other than the consolidated financial statements and auditors' report thereon

The Holding 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 consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained 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 consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether



due to fraud or error, which have been used for the purpose of the consolidated financial statements by the Directors of the Holding Company.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

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

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

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

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



Holding 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all



relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Other Matter

We did not audit the financial statements of the subsidiary whose financial statements reflect total assets of Rs.286.43 lacs and net assets of Rs.-21.44 lacs as at 31st March 2025, total revenue of Rs.279.33 lacs, net loss of Rs.80.05 lacs and net cash outflows amounting to Rs.34.12 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of subsections (3) and (11) of section 143 of the Act insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

The subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their country and which have been audited by other auditors under generally accepted auditing standards applicable in their country. The Holding Company's management has converted the financial statements of the subsidiary located outside India from accounting principles generally accepted in their country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.



Our opinion on the consolidated financial statements and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- (1) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) order, 2020 ("CARO"/ "the order") issued by the Central Government in terms of Section 143(11) of the Act, based on the CARO reports issued by us for the Holding Company and the subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
 - (2) (A) As required by Sec 143(3) of the Act, we report that:
 - (i) 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.
 - (j) In our opinion, proper books of accounts as required by law have been kept by the Group as far as it appears from our examination of those books.
 - (k) The consolidated financial statements dealt with by this report are in agreement with the books of accounts.
 - (l) In our opinion, the aforesaid consolidated financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (m) On the basis of written representation received from the directors, as on 31st March, 2025 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2025 from being appointed as a director in terms of section 164(2) of the Act.
 - (n) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements.



- (o) 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 Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (p) 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;
 - (iv) The Group does not have any pending litigations which would impact consolidated financial position of the Group
 - (v) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (vi) The Group does not have any amounts required to be transferred to the Investor Education and Protection Fund.
 - (iv) (d) 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 Holding 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) (e) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding 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) (f) 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 a and b contain any material mis-statement.

(vii) The company has not declared or paid any dividend during the year. Hence this

clause is not applicable.

(viii) 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, 2025 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.

For Banthia Damani & Associates

Chartered Accountants Firm Reg. No.: 126132W

Place: Nagpur

Date: 27th May, 2025

UDIN: 25042804BMLYDQ8466 (Rajeev Damani)

Partner

M. N.: 42804



"Annexure A" 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 with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of **Micropro Software Solutions Ltd** ("the Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

Management's Responsibility for Internal Financial Controls

The respective company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of



internal financial controls with reference to consolidated financial statements. 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 were 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, 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 consolidated financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements are 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 controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated **Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override

of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls with reference to consolidated

financial statements to future periods are subject to the risk that the internal financial controls

with reference to consolidated financial statements may become inadequate because of changes

in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanations given to

us, the Holding Company and its subsidiary company, which are companies covered under the

Act, have in all material respects, reasonably adequate internal financial controls with

reference to consolidated financial statements and such controls were operating effectively as

at 31st March 2025, 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: 27th May, 2025

UDIN: 25042804BMLYDQ8466

(Rajeev Damani)

Partner

M. N. 42804



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR CIN: L72200MH1996PLC102385

Consolidated Balance Sheet as at 31st March, 2025

(Amount in Lacs)

			(Amount in Lacs)
Particulars	Notes	As at 31.03.2025	As at 31.03.2024
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	1,429.94	1,429.94
Reserves and surplus	2	3,128.08	3,315.53
		4,558.02	4,745.47
Non-Current Liabilities			
Deferred tax liabilities (Net)	4	29.15	46.15
Long-term provisions	5	33.38	29.68
		62.53	75.83
Current Liabilities	Ī		
Short-term borrowings	6	-	392.00
Trade payables	7		
- dues of MSMEs		4.53	5.20
- dues of other than MSMEs		325.16	70.50
Other current liabilities	8	238.41	128.07
Short-term provisions	9	=	110.00
		568.10	705.77
TOTAL		5,188.65	5,527.07
ASSETS			
Non-Current Assets			
Property, Plant & Equipment and Intangible assets	10		
(i) Property, Plant & Equipment		1,008.65	1,097.44
(ii) Intangible assets		189.99	73.22
(iii) Intangible assets under development		326.62	-
Goodwill on consolidation		13.80	-
Non-current Investments	11	37.00	37.00
Other non-current assets	12	311.17	46.21
		1,887.23	1,253.87
Current Assets			
Inventories	13	31.31	70.38
Trade receivables	14	1,292.68	1,515.66
Cash and bank balance	15	1,330.16	2,276.20
Short-term loans and advances	16	645.87	405.52
Other current assets	17	1.40	5.45
	[3,301.42	4,273.20
TOTAL		5,188.65	5,527.07
Significant Accounting Policies	25		
	1-4- 1 C	-:-1 -4-44-	

The accompanying notes are an integral part of the consolidated 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

UDIN: 25042804BMLYDQ8466

Place: Nagpur Date: 27th May, 2025 For Micropro Software Solutions Limited

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

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



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR CIN: L72200MH1996PLC102385

Consolidated Profit & Loss Statement for the year ended 31.03.2025

(Amount in Lacs)

			(Amount in Lacs)
Particulars	Notes	Year ended 31.03.2025	Year ended 31.03.2024
INCOME			
Revenue from operations	18	2,311.91	2,148.25
Other Income	19	176.25	80.06
Total Revenue		2,488.16	2,228.31
EXPENSES			
Purchases of Stock-in-Trade		641.33	228.73
Purchases of Services		519.77	202.99
Changes in Inventories of Stock-in-trade	20	39.07	(7.10)
Employee benefits expense	21	943.32	832.69
Finance costs	22	30.45	70.49
Depreciation and amortisation expense	10	206.12	90.51
Other expenses	23	305.93	365.63
Total Expenses		2,685.99	1,783.93
Profit before exceptional item & tax		(197.83)	444.38
Profit/ (Loss) before tax		(197.83)	444.38
Tax expenses			
-Current tax		-	110.00
-Deferred tax		(17.00)	17.47
- Income tax (earlier years)(Net)		3.91	6.04
		(13.09)	133.51
Profit/(Loss) for the year		(184.74)	310.87
Adjusted earnings per equity share			
Basic & Diluted (in Rs.)	24	(1.29)	2.61
Significant Accounting Policies	25		

The accompanying notes are an integral part of the consolidated 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

UDIN: 25042804BMLYDQ8466

Place: Nagpur Date: 27th May, 2025 For Micropro Software Solutions Limited

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

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



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR CIN: L72200MH1996PLC102385

Consolidated Cash Flow Statement for the year ended on 31.03.2025

(Amount in Lacs)

	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Α.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before tax	(208.57)	444.38
Adj	ustment for:-		
	Depreciation and Amortisation Expense	206.12	90.51
	Finance Costs	30.45	70.49
	Interest Income	(112.59)	(70.28)
	Provision for Gratuity	3.69	(3.72)
	Share issue Expenses	-	(464.31)
	Income Tax (Earlier Year)	(3.91)	(6.04)
	Operating Profit before Working Capital Changes	(84.81)	61.03
Adj	ustment for:-	, , ,	
	Trade & Other Assets	(280.52)	(430.47)
	Inventories	39.07	(7.10)
	Trade Payables & Other Liabilities	373.30	(106.92)
	Direct Taxes Paid	(110.00)	(230.70)
	CASH USED IN OPERATING ACTIVITIES (A)	(62.96)	(714.16)
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of PPE & Intangible Assets	(560.72)	(423.83)
	Change in Non Current Investment	(72.42)	· -
	Cash flow on acquisition of subsidiary	59.91	
	Interest Income	112.59	70.28
	NET CASH USED IN INVESTING ACTIVITIES (B)	(460.64)	(353.55)
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from preferential & IPO share issue	-	3,251.52
	Proceeds from / (Repayment) of Borrowing	(392.00)	(5.97)
	Interest & Finance Charges Paid	(30.45)	(70.49)
	CASH FLOW FROM FINANCING ACTIVITIES (C)	(422.45)	3,175.06
	Net Increase in Cash and Cash Equivalents (A+B+C)	(946.05)	2,107.35
	Opening Balance of Cash and Cash Equivalents	2,276.21	168.86
	Closing Balance of Cash and Cash Equivalents	1,330.16	2,276.21

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

UDIN: 25042804BMLYDQ8466

Place: Nagpur Date: 27th May, 2025 For Micropro Software Solutions Limited

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

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



MICROPRO SOFTWARE SOLUTIONS LIMITED, NAGPUR

Notes to the consolidated financial statements for the year ended 31.03.2025:

1) SHARE CAPITAL:

(Amount in Lacs)

	As at 31.03.2	As at 31.03.2025		24
	Number	Amount	Number	Amount
Equity Shares of Rs.10/- each	15,000,000	1,500.00	15,000,000	1,500.00
Equity Shares of Rs.100/- each	-	-	-	-
Issued, Subscribed & Paid up				
Equity Shares of Rs.10/- each	14,299,400	1,429.94	14,299,400	1,429.94
Equity Shares of Rs.100/- each	-	-	-	-
Total Share Capital	-	1,429.94	-	25.00

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

	As at 31.03.2025		As at 31.03.	2024
	Number	Amount	Number	Amount
(i) Equity Shares of Rs.100/- each				
Equity shares outstanding at the beginning of the	-	-	25,000	25.00
period				
Less: Splitting of 1 share of Rs.100/- each to 10 shares			(25,000)	(25)
of Rs.10/- each				
Equity shares outstanding at the end of the period	-	-	-	-
(ii) Equity Shares of Rs.10/- each				
Equity shares outstanding at the beginning of the	14,299,400	1,429.94	-	-
period	-	-	250,000	25.00
Add: Splitting of 1 share of Rs.100/- each to 10 shares	-	-	10,000,000	1,000.00
of Rs.10/- each	-	-	259,000	25.90
Add: Bonus issue (ratio of 40:1)	-	-	3,790,400	379.04
Add: Private placement offer				
Add: Initial Public Offer				
Equity shares outstanding at the end of the period	14,299,400	1,429.94	4,299,400	1,429.94

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

Name	As at 31.03.20	As at 31.03.2025		24
	No. of shares	% held	No. of shares	% held
Swati Rajurkar (Promoter)	1,619,500	11.33%	1,619,500	11.33%
Meenakshee Mokashi (Promoter)	1,578,500	11.04%	1,578,500	11.04%
Hitesh Parikh (Promoter)	1,496,500	10.47%	1,496,500	10.47%
Meher Pophali	1,291,500	9.03%	1,291,500	9.03%
Manish Peshkar	1,148,000	8.03%	1,148,000	8.03%
Srinivas C. Sabbineni	1,148,000	8.03%	1,148,000	8.03%
Shefali Parikh (Promoter)	738,000	5.16%	738,000	5.16%
Sanjay Mokashi(Promoter)	656,000	4.59%	656,000	4.59%
Prashant Rajurkar (Promoter)	574,000	4.01%	574,000	4.01%



- 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 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.

1.5 Details of shares held by Promoters:

Name	As at 31.03.202	As at 31.03.2025		As at 31.03.2024	
	No. of shares	% held	No. of shares	% held	during the period
- Equity shares of Rs.10/ each		·			
Swati Rajurkar	1,619,500	11.33%	1,619,500	11.33%	-
Meenakshee Mokashi	1,578,500	11.04%	1,578,500	11.04%	-
Hitesh Parikh	1,496,500	10.47%	1,496,500	10.47%	-
Shefali Parikh	738,000	5.16%	738,000	5.16%	-
Sanjay Mokashi	656,000	4.59%	656,000	4.59%	-
Prashant Rajurkar	574,000	4.01%	574,000	4.01%	-

2) RESERVES AND SURPLUS:

		(Amount in Lacs
	As at	As at
	31.03.2025	31.03.2024
Securities Premium		
As per last financial statements	2,382.27	-
Add: Received during the year pursuant to Initial Public		
Offer	-	2,846.58
<u>Less</u> : Share Issue Expenses netted of against the above	-	(464.31)
(Refer note 3 below)		
Total (A)	2,382.27	2,382.27
General Reserve		
As per last financial statements	933.25	1,622.39
Less: Provision for gratuity being revalued as per acturial		
valuation	-	
<u>Less</u> : Issue of Bonus Shares	-	(1,000.00)
Add: Balance transferred from surplus balance in the	(187.45)	310.87
statement of profit & loss	(107.73)	310.67
Total (B)	745.80	933.25
Foreign Currency Translation Reserve	(2.71)	-
Surplus in the statement of profit and loss:		
Balance as per last financial statements	-	-
Add: Profit/ (loss) for the period	(184.74)	310.87
Closing Balance	(187.45)	310.87
<u>Less</u> : Appropriations	-	-
Transfer to general reserve	187.45	(310.87)
Net surplus in the statement of profit and loss (C)	-	-
Total (A+B+C)	3,128.08	3,315.53



3) 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 ofRs.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 lakhs has been adjusted against the premium amount as above.

4) DEFERRED TAX LIABILITY (Net):

(Amount in Lacs)

	As at 31.03.2025	As at 31.03.2024
Deferred tax liabilities/(Assets):		
Related to Fixed Assets	29.15	46.15
Total	29.15	46.15

5) LONG TERM PROVISIONS:

	As at 31.03.2025	As at 31.03.2024
Provision for Gratuity	33.38	29.68
Total	33.38	29.68

6) SHORT TERM BORROWINGS:

	As at 31.03.2025	As at 31.03.2024
Working capital facilities from banks:		
Overdraft (secured)*	-	392.00
Total	-	392.00

^{*} 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 31.03.2025	As at 31.03.2024
Undisputed dues of MSMEs	4.53	5.20
Undisputed dues of other than MSMEs	325.16	70.50
Total	329.69	75.70

8) OTHER CURRENT LIABILITIES:

	As at 31.03.2025	As at 31.03.2024
Advance from customers	12.98	4.56
Statutory remittances	76.06	56.21
Other liabilities	149.37	67.30
Total	238.41	128.07



9) SHORT TERM PROVISIONS:

(Amount in Lacs)

	As at 31.03.2025	As at 31.03.2024
Provision for income tax	-	110.00
Total	-	110.00

11) NON CURRENT INVESTMENTS:

	As at 31.03.2025	As at 31.03.2024
Non-trade Investments (at cost)		
Investment in unquoted equity instruments		
i) Micropark Logistics Private Limited	37.00	37.00
(37000 Equity Shares of face value Rs. 100/- fully paid up)		
(Previous year 37000 Equity Shares of face value Rs. 100/-fully paid up)		
TOTAL	37.00	37.00

12) OTHER NON CURRENT ASSETS:

ERITOR CORRECT ASSETS.	_	
	As at 31.03.2025	As at 31.03.2024
Capital advances	185.91	18.91
Prepaid Expenses	42.95	-
Earnest money, Security & other deposits	21.45	23.26
Fixed Deposits (with maturity period of more than 12 months) (with Interest accrued) (security against Bank Guarantee, and overdraft)	60.86	4.04
Total	311.17	46.21

13) INVENTORIES:

(As taken, valued and certified by the management)

, ,		
	As at 31.03.2025	As at 31.03.2024
Stock-in-trade:		
Hardware	1.32	23.20
Software	-	14.18
Work In Progress - Software Development	30.00	33.00
Total	31.32	70.38

14) TRADE RECEIVABLES:

	As at 31.03.2025	As at 31.03.2024
Unsecured and considered good *	1292.68	1,515.66
Total	1292.68	1,515.66

For ageing schedule of trade receivables, please see note 48 (d).

^{*} See Note 42 & 43





15) CASH AND BANK BALANCES:

(Amount in Lacs)

	As at 31.03.2025	As at 31.03.2024
Cash and cash equivalents		
Balance with Banks		
On current accounts	325.35	274.67
Cash on hand	5.37	4.36
Other bank balances		
Fixed Deposits (with original maturity period of more than 3 months but less than 12 months)(with interest accrued)	737.75	1,952.36
Fixed Deposits (with remaining maturity less than 12 months) (with	261.60	44.00
interest accrued)	261.69	44.80
Total	1,330.16	2,276.20

16) SHORT TERM LOANS AND ADVANCES:

(Unsecured and considered good)

(ensecured and considered good)		
	As at 31.03.2025	As at 31.03.2024
TDS & Advance Income tax	46.01	108.00
Prepaid expenses	23.14	56.09
Advance to staff	1.35	0.44
Advance to suppliers	3.45	2.08
Inter Company Deposit (ICD)	496.31	121.71
Deposit to NSE	-	30.70
Unbilled Revenue	75.60	-
Advances recoverable in cash or in kind	-	86.50
Total	645.87	405.52

17) OTHER CURRENT ASSETS:

	As at 31.03.2025	As at 31.03.2024
VAT receivable	1.40	1.63
GST refund receivable	-	3.82
Total	1.40	5.45

18) Revenue from operations:

	2024-25	2023-24
Sale of products		
Software	184.51	240.66
Hardware	353.84	189.36
	538.35	430.02
Sale of services		
Software Development	376.91	234.19



Maintenance & Support services	1,392.30	1,480.81
	1,769.21	1,715.00
Other Operating Revenue		
Commission	4.35	3.24
	4.35	3.24
Revenue from operations (Net)	2,311.91	2,148.25

19) Other Income:

	2024-25	2023-24
Interest		
- on fixed deposits with bank	112.60	70.28
- on ICD	45.51	1.77
- on Income Tax refund	0.82	-
Foreign exchange gain	17.32	8.01
Total	176.25	80.06

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

		2024-25	2023-24
A. Opening stock (Traded Goods)			
Hardware		23.20	33.27
Software		14.18	30.00
	Total (A)	37.38	63.27
B. Closing stock (Traded Goods)			
Hardware		1.31	23.20
Software		-	14.18
	Total (B)	1.31	37.38
C. Opening stock (Work in Progress)			
Software development (Work In progress)		33.00	-
D. Closing stock (Work in Progress)			
Software development (Work In progress)		30.00	33.00
	Total (C-D)	3.00	(33.00)
C. (Increase) / Decrease in stock (A - B+C-D)		39.07	(7.10)

21) Employee benefits expenses:

	2024-25	2023-24
Salary, Bonus & Allowances	706.44	596.89
Contribution to Provident and other Fund	30.43	28.39
Workman & Staff Welfare	10.78	11.73
Director's Remuneration	195.68	195.68
Total	943.32	832.69



22) Finance costs:

	2024-25	2023-24
Interest		
- to banks on Term Loan facilities	-	24.41
- to banks on working capital facilities	27.85	11.01
- on delayed payment of Income tax / TDS	0.12	0.60
- on delayed payment of GST	-	0.44
Bank commission & charges	2.47	15.38
Loss on foreign currency transactions / translation	-	18.64
Total	30.45	70.49

23) Other Expenses:

		2024-25	2023-24
Operational Expenses :			
Operation and Maintenance charges		35.47	42.28
Internet and training expenses		3.67	3.84
Administrative Expenses :			
Rent		20.90	18.95
Rates & Taxes		4.39	3.58
Electricity		17.23	13.04
Telephone Expenses		5.27	5.73
Printing and Stationery		0.84	0.49
Conveyance		2.51	4.51
Fee and Subscription		1.57	1.27
Insurance		23.32	22.34
Repairs & maintenance : - Computers / Machinery	5.66		
- Office Premises and Other	12.51	18.17	30.53
Security Charges		3.36	2.49
Internal Audit fee		1.00	0.60
Legal & Professional Expenses		49.67	30.64
Payment to Auditors		5.14	4.02
Travelling Expenses		16.87	19.40
Guest house Expenses		0.58	1.82
Office and Other Misc. Expenses		19.24	21.42
Advertisement & Business Promotion		0.66	10.26
Commission on sales		51.88	92.98
Donation		0.59	1.37
Bad debt written off		23.62	21.31
Other		-	12.76
Total		305.93	365.63



24) Earnings per share:

8" F "		
	2024-25	2023-24
Net profit for the period	(184.74)	310.87
Weighted average number of shares (restated)	14,299,400	11,933,432
Nominal value of each share (Rs.)	10.00	10.00
Adjusted Basic and diluted earning per share (Rs. per		
share)	(1.29)	2.61

Calculation of Weighted average number of shares for EPS

	2024-25	2023-24
Opening number of shares for the period	14,299,400	25,000.
Add: Shares issued due to stock spilt (re-stated for previous year)	-	225,000.
Add: Bonus shares (re-stated for previous year)	-	10,000,000.
Add: Private placement of shares on 10/07/2023(259000 shares * 265/365)	-	188,041.10
Add: IPO issue on 08/11/2023 (3790400 shares *144/365)	-	1,495,390.68
Weighted average number of shares	14,299,400.	11,933,432.

25) Significant accounting policies

(For the year ended on 31/03/2025)

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 31st March, 2025 were approved and adopted by Board of Directors in their meeting dated 27th May, 2025.

B. Summary of Significant Accounting Policies:

xii) Basis of preparation and presentation of consolidated financial statements

d) 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.



- e) The Consolidated 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.
- f) The consolidated 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.

xiii) Use of Estimates

The presentation of consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the 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.

xiv) 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.

xv) 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.

xvi) Inventories

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

xvii) Operating Lease

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



xviii) 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.

xix) Revenue Recognition

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

xx) 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.

xxi) Retirement Benefits

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

f) **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.

xxii) Taxes on Income:

- d) The current tax is determined as per the provisions of the Income Tax Act.
- e) 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.
- f) 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.

xiii) 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.

xvii) Cash flow statement

Cash flow statementare reported using the indirect method, whereby profit / (loss) before extraordinary 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.

xviii) 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.42.

xix) Principles of consolidation

The consolidated financial statements consist of Micropro Software Solutions Limited and its subsidiary. The consolidated financial statements have been prepared on the following basis: The financial statements of the parent Company and its subsidiary have been consolidated on a line-by-line basis by adding together the book values oflike items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits as per AS 21 "Consolidated Financial Statements" specified under Section 133 of the Companies Act 2013.

Minority interests are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

xx) 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 consolidated financial statements.

26) Contingent Liabilities:-

- a) Letter of credit and Bank Guarantees outstanding: Rs.89.59 lacs (Pre.Yr. 109.05 lacs).
- b) GST department has raised a demand of Interest & penalty for Rs.4.66 lacs for FY 2018-19 (previous year Rs.4.66 lacs) against which the Holding Company has filed an application for waiver under new section 128A of CGST Act (Amnesty Scheme) before DCST.
- Estimated amount of contracts remaining to be executed on capital account and not provided for is Rs. 432 lacs.

27) Initial Public Offer

During the **previous year**, the company voluntarily got itself converted from a 'Private Limited Company' to 'Public Limited Company' vide its certificate of Incorporation consequent to conversion dated 16thJune, 2023 issued by Ministry of Corporate Affairs, India. The Company's shares were listed with National Stock Exchange of India Limited (NSE) EMERGE Platform consequent to a public offer of shares by the Company. During the previous year, 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:

Particulars	Projected	Actuals
Gross Proceeds of the Issue	3070.22	3070.22
Less : Issue Related Expenses	450.88	450.88
	2619.34	2619.34

- 28) 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.
- 29) 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.
- **30)** 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.
- **31)** Remuneration paid during the year to whole time Directors/ Manager (UAE): Rs.208.468 lacs (Pre. Year: Rs.195.68 lacs).
- **32)** The statement of profit and loss includes the items which belong to prior periods: Nil (Pre year : Rs.12 lacs)
- 33) 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.
- **34)** During the previous year, vehicle purchased and considered as an asset by the Holding Company is registered in the name of one of the Directors of the Holding Company. This vehicle is being used by the Holding Company for business purpose.
- **35)** During the year, the Group 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.
- **36)** 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.



37) 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 Group's financials at 31.03.2025.

	Particulars	Current Year	Previous Year		
1)	1) Changes of opening and closing balances of defined benefit obligation				
-	Present Value of Obligations as at beginning of year	47.15	41.63		
-	Interest Cost	3.30	3.00		
-	Current Service Cost	0.76	2.43		
-	Benefit Paid	0.00	(0.52)		
-	Actuarial (gain) / Loss on obligation	0.68	0.61		
-	Present Value of Obligations as at end of year	51.89	47.15		
2)	Changes in opening and closing balances of fair value of p	lan assets			
-	Fair value of plan assets at beginning of year	17.47	8.23		
-	Expected return on plan assets	1.22	0.59		
-	Contribution	0.00	9.07		
-	Benefit paid	0.00	(0.52)		
-	Actuarial Gain / (Loss) on Plan Assets	(0.18)	0.10		
-	Fair Value of plan assets at the end of year	18.51	17.47		
3)	Reconciliation of Fair value of assets and obligations	<u>.</u>	_!		
-	Present value of obligations as at the end of year	51.89	47.15		
-	Fair value of plan assets as at the end of the year	(18.51)	(17.47)		
-	Net (Assets) / Liability recognized in the Balance Sheet	33.38	29.68		
4)	4) Expenses Recognized in statement of Profit & Loss				
-	Current Service Cost	0.76	2.43		
-	Interest Cost	3.30	3.00		
-	Expected return on plan assets	(1.22)	(0.59)		
-	Net Actuarial (Gain) / Loss recognized	0.85	0.51		
-	Expenses Recognized in statement of Profit & Loss	3.69	5.35		



Assumptions

Particulars	Current Year	Previous Year
Discount Rate	6.50%	7%
Salary Growth Rate	10.00%	10%
Expected Rate of Return	6.50%	7%
Normal Retirement Age	58 years	58 years
Average Future Service	24.71 years	23.69 years

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

Sample Rates per annum of Indian Assured Lives Mortality					
Age (in years)	Age (in years) Current Year Previous Y				
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%			
Total	100%	100%			

38) Disclosures required under MSMED Act 2006

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

	Particulars	As at 31/03/2025	As at 31/03/2024
a.	The principal amount remaining unpaid to any supplier at the end of the year	4.53	5.20
b.	Interest due remaining unpaid to any supplier at the end of the year	-	-



	Particulars	As at 31/03/2025	As at 31/03/2024
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	-	-
	Total	4.53	5.20

- **39)** Trade receivable includes old outstanding amount of Rs.293.17 lacs from Sidilega Private Hospital, Botswana. The Group has sent a legal notice to the party through an advocate for recovery of the amount. The management believes that amount is recoverable and good; hence no provision has been made in the books of accounts.
- 40) Related Party Disclosures:

a) List of Related Parties & Relationship

Sr	Name of Party	<u>Relationship</u>
i)	Microsync Information Technology Co. LLC	Subsidiary Company
ii)	Micropark Logistics Private Limited	Directors are interested
iii)	Microdata Simulation Solutions FZCO	Directors are interested
	Key Management Personnel	
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



Sr	Name of Party	<u>Relationship</u>
vi)	Mr. Sandeep Agrawal	Independent Director
vii)	Mr. Sanjay Mokashi	Manager of subsidiary at UAE
viii)	Mr Vishwas Ashtikar	Manager of subsidiary at UAE
ix)	Mrs. Meenakshi Mokashi	Spouse of Director
x)	Mrs. Varsha Pophali	Spouse of Director
xii)	Mrs. Kshipra Peshkar	Spouse of Director
xiii)	Mr. Sunil Chaudhari	Chief Financial Officer
xiv)	Mr. Sulabh Singh Parihar	Company Secretary

b) Transactions with related parties

Sr	Name of Party	Nature of Transaction	FY 2024-25	FY 2023-24
(xvi)	Mr. Sanjay Mokashi	Director's Remuneration	66.58	66.58
(xvii)	Mr. Sanjay Mokashi	Insurance Premium paid (Employer-Employee Scheme)	3.09	3.09
(xviii)	Mr. Sanjay Mokashi	Health Plan Insurance	2.07	2.07
(xix)	Mr. Meher Pophali	Director's Remuneration	64.55	64.55
(xx)	Mr. Meher Pophali	Insurance Premium paid (Employer-Employee Scheme)	3.07	3.07
(xxi)	Mr. Meher Pophali	Health Plan Insurance	1.82	1.82
(xxii)	Mr. Manish Peshkar	Director's Remuneration	64.55	64.55
(xxiii)	Mr. Manish Peshkar	Insurance Premium paid (Employer-Employee Scheme)	3.07	3.07
(xxiv)	Mr. Manish Peshkar	Health Plan Insurance	1.65	1.65
(xxv)	Mrs. Meenakshi Mokashi	Salary	9.52	9.52
(xxvi)	Mrs. Varsha Pophali	Salary	7.94	7.94



Sr	Name of Party	Nature of Transaction	FY 2024-25	FY 2023-24
(xxvii)	Mrs. Kshipra Peshkar	Salary	7.94	7.94
(xxviii)	Micropark Logistics Private Limited	Sales	3.39	43.92
(xxix)	Mr Vishwas Ashtikar	Salary	12.78	-

d) Outstanding balances with related parties

(Rs. in lacs)

Nature of outstanding balance	Name of related party	As at 31/03/2025	As at 31/03/2024
Director's remuneration payable	Mr. Sanjay Mokashi	9.58	8.96
Director's remuneration payable	Mr. Meher Pophali	7.84	7.37
Director's remuneration payable	Mr. Manish Peshkar	10.22	8.15
Salary payable	Mrs. Meenakshi Mokashi	0.52	0.54
Salary payable	Mrs. Varsha Pophali	0.54	0.56
Salary payable	Mrs. Kshipra Peshkar	0.58	0.44
Trade receivables	Micropark Logistics Private Limited	5.38	41.09
Trade receivables	Microdata Simulations Solutions FZCO	0.00	3.94
Salary Payable	Mr. Vishwas Ashtikar	5.12	-
Other liabilities (Payable)	Mr. Vishwas Ashtikar	3.17	-

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

42) SEGMENT REPORTING

i) Geographical Segments

The Group primarily operates in India and therefore the analysis of geographical segment is demarcated into its India and Overseas operations as under:



(Rs. in lacs)

Information about geographical segments for the year ended March 31, 2025						
	India	Overseas Subsidiary	Total			
Revenue (Gross Sale)	2032.58	279.32	2311.90			
Other Segment information:						
-Segment assets (excl. PPE)	1783.73	276.51	2060.24			
-Unallocated assets (excl. PPE)	1915.96	13.81	1929.77			
Property, Plant & Equipment:						
-Tangible assets	998.73	9.92	1008.65			
-Intangible assets	189.99	-	189.99			

ii) Primary Segment Information based on business segments

The Group has 2 primary reportable business segments: IT related services & Trading of IT hardware and software. The segmental financial information is as follows:

	Year ende	d 31st Mar	rch, 2025	Year ended 31st March, 2024		
Particulars	IT Services	Trading	Total	IT Services	Trading	Total
REVENUE						
Total Revenue	1859.95	451.95	2,311.90	1,847.88	300.37	2,148.25
Less : Inter Segment Revenue	-	-	-	-	-	-
Net Revenue	1,859.95	451.95	2,311.90	1,847.88	300.37	2,148.25
RESULTS						
Profit / (Loss) before tax & Interest	260.66	52.13	312.79	844.40	59.47	903.87
Less: Interest & charges	-	-	(30.45)	-	-	(70.49)
Less: Unallocated expenditure	-	-	(656.43)	-	-	(461.06)
Add: Unallocated income	-	-	176.26	-	-	72.05
Total Profit before tax	-	-	(197.83)	-	-	444.38



	Year ende	ed 31st Mai	ch, 2025	Year ended 31st March, 2024		
Particulars	IT Services	Trading	Total	IT Services	Trading	Total
Provision of Tax:						
- Current	-	-	-	-	-	(110.00)
- Deferred	-	-	17.00	-	-	(17.47)
- Income tax (earlier years)	-	-	(3.91)	-	-	(6.04)
Profit/(Loss) for the year	-	-	(184.74)	-	-	310.87
Other Information:	2222.46	-105			60.04	• 100 01
Assets	2388.46	54.86	2,443.32	2,126.07	63.94	2,190.01
Unallocated Asset	-	-	2,745.33	-	-	3,337.06
Liabilities Unallocated Liabilities	411.89	119.79	531.68 98.95	133.39	37.76	171.15 610.46
Capital Employed	1976.57	(64.93)		1,992.69	26.18	
(Segmental Assets - Segmental Liabilities)						
Capital Expenditure	202.82	-	212.74	369.40	-	369.40
Unallocated Capital Expenditure	-	-	19.95	-	-	54.43
Depreciation & Amortisation	137.51	-	137.51	27.46	-	27.46
Unallocated Depreciation & Amortisation	-	-	68.61	-	-	63.06



43) Additional regulatory information as required under Companies Act 2013

(q) Intangible assets under Development Ageing Schedule

(Rs. in lacs)

Particulars	Amount in Int	Amount in Intangible Assets under development for a period of					
	Less than 1 year						
For FY 2024-25 Projects in progress	326.62	-	-	-	326.62		
For FY 2023-24 Projects in progress	-	-	-	-	-		

(r) Trade Payables Ageing Schedule

(Rs. in lacs)

		Outstandin	g for follow	ing periods	
Particulars	Less than	1-2	2-3	More than	Total
	1 year	years	years	3 years	Total
For the year ending 31/03/2025					
(ix) MSME	4.53	-	-	-	4.53
(x) Others	323.06	0.58	1.03	0.50	325.17
(xi) Disputed dues- MSME	-	-	-	-	-
(xii) Disputed dues- Others	-	-	-	-	-
For the year ending 31/03/2024					
(xiii) MSME	5.20	-	-	-	5.20
(xiv) Others	69.20	0.81	0.50	-	70.50
(xv) Disputed dues- MSME	-	-	-	-	-
(xvi) Disputed dues- Others	-	-	-	-	-

(s) Trade Receivables Ageing Schedule

	Outstanding for following periods					
Particulars	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
For the year ending						
31/03/2025						
(ix) Undisputed trade receivables- considered good	631.69	241.75	98.03	2.11	25.93	991.51



(Rs. in lacs)

						(S. III lacs)
	Outstanding for following periods					
Particulars	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(x) Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
(xi) Disputed trade receivables- considered good	-	-	293.17	-	-	293.17
(xii) Disputed trade receivables- considered doubtful	-	-	-	-	-	-
For the year ending 31/03/2024						
(xiii) Undisputed trade receivables- considered good	1070.43	65.07	342.64	21.43	16.08	1515.66
(xiv) Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
(xv) Disputed trade receivables- considered good	-	-	-	-	-	-
(xvi) Disputed trade receivables- considered doubtful	-	-	-	-	-	-

(t) Benami Property

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

(u) Borrowings secured against current assets

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

(v) Willful Defaulter

The Group had not been declared a willful 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 willful defaulters issued by the Reserve Bank of India.

(w) Relationship with Stuck off Companies

The Group 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 Group.



(x) Utilisation of borrowed funds

- i. The Group 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 Group (Ultimate Beneficiaries) or
 - i.ii. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- ii. The Group 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 Group 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 Group (Ultimate Beneficiaries) or
 - ii.ii. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(y) Undisclosed Income

The Group does not have any transactions 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.

$(z) \ \ Valuation \ of \ Property, \ Plant \ \& \ Equipment, \ intangible \ assets \ and \ investment \ property$

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

(aa) Loans to related parties and others

The Group 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), except to 100 % owned foreign subsidiary, either severally or jointly with any other person that:

- iii. Are repayable on demand
- iv. Without specifying any terms or period of repayment

(bb) Compliance with number of layers of companies

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



44) Events occurring after the Balance Sheet date

No adjusting or significant non-adjusting events have occurred between 31 March 2025 and the date of authorisation of these consolidated financial statements.

45) revious year's figures have been regrouped / rearranged wherever necessary to make them comparable with this year's figures.

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

UDIN: 225042804BMLYDN5429

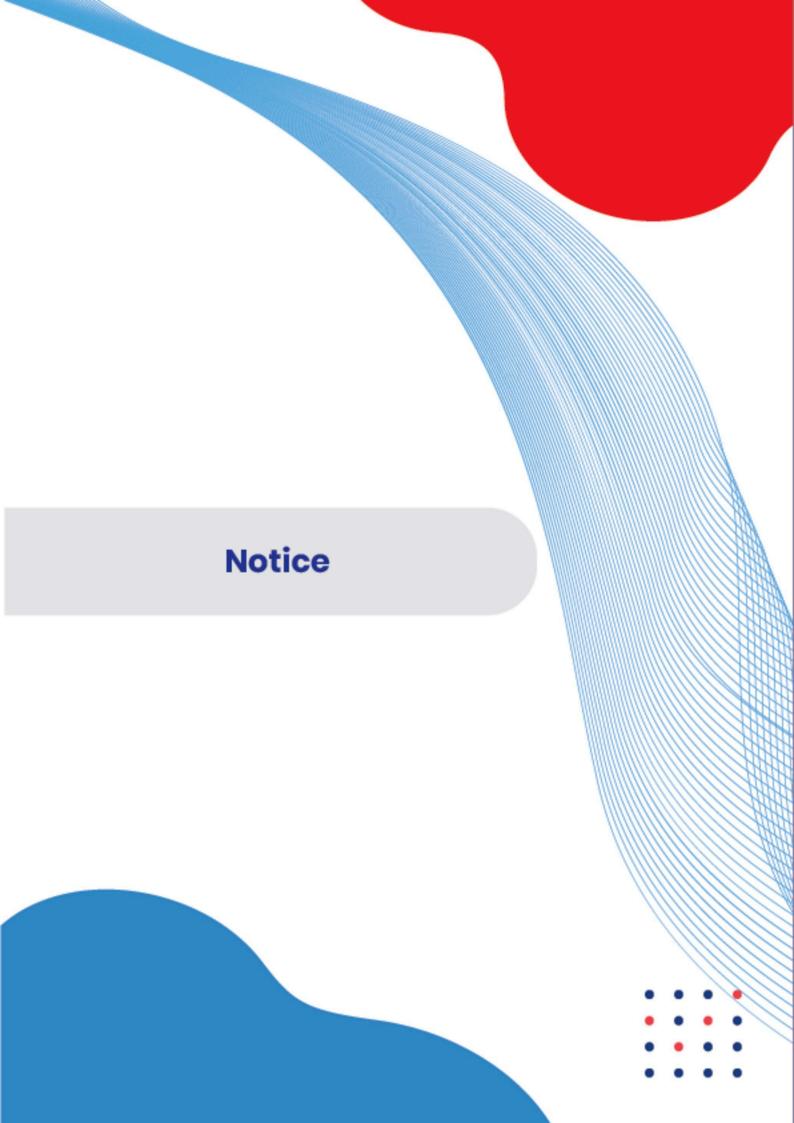
Place: Nagpur

Date: 27th May, 2025

For Micropro Software Solutions Limited

(Sanjay Mokashi)(Meher Pophali)Managing DirectorWholetime DirectorDIN: 01568141DIN: 01568099

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





NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting ("AGM") of the members of Micropro Software Solutions Limited ("Micropro" or "Company") will be held on Friday, the 26th day of September, 2025 at 12:30 P.M. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year 2024-25 ended 31 March, 2025, including, the Balance Sheet as at 31 March, 2025, Statement of Profit and Loss and Cash Flow for the Financial Year 2024-25, together with the Board's Report and Report of the Statutory Auditors thereon.
- 2. To appoint a Director in place of Mr. Meher Shreeram Pophali (DIN: 01568099), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To appoint CS Namita Buche, Practicing Company Secretary, as the Secretarial Auditors of the Company for a term of first fixed term of five consecutive years from Financial Year 2025-26 to Financial Year 2029-30:

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

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), CS Namita Buche, (ICSI Membership Number: A36514 and C. P. Number 14220), be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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

Date: 30.08.2025 Place: Nagpur

Sd/-

Sulabh Singh Parihar Company Secretary And Compliance Officer



NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business above is attached herewith.
 - 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) Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars"), 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. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company, i.e. Plot No. 28, 702, Wing A, 7th Floor, IT Park, Gayatri Nagar, Nagpur, Maharashtra, India, 440022
- 3) 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.
- 4) 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.
- 5) 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.
- 6) 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.



- 7) Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 20th September, 2025 to Friday, the 26th September, 2025 (both days inclusive).
- 8) 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.
- 9) In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 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 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.
- 10) 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.
- 11) 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.
- 12) Voting rights will be in proportion to the shares registered in the name of the Members as on 19th September, 2025 (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.

13) 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.



- 14) 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.
- 15) 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.
- 16) 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.
- 17) Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report.
- 18) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 23rd September, 2025 at 09:00 A.M. and ends on 25th September, 2025 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. 19th September, 2025, 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 19th September, 2025.

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) <u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding</u> 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	Login Method
shareholders	
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 auth
	voting experience.



depository

participants

NSDL Mobile App is available on Google Play App Store Individual 1. Users who have opted for CDSL Easi / Easiest facility, can login through Shareholders their existing user id and password. Option will be made available to reach holding securities e-Voting page without any further authentication. The users to login Easi in demat mode /Easiest are requested to visit CDSL website www.cdslindia.com and click with CDSL on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. Individual You can also login using the login credentials of your demat account through Shareholders 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 (holding securities in demat mode) option, you will be redirected to NSDL/CDSL Depository site after successful login through their 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 & voting during the meeting.



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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL
securities in demat mode with CDSL	helpdesk by sending a request at
	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-
	21-09911

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	Your User ID is:
(NSDL or CDSL) or Physical	
a) For Members who hold shares in	8 Character DP ID followed by 8 Digit Client ID
demat account with NSDL.	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	16 Digit Beneficiary ID
demat account with CDSL.	For example if your Beneficiary ID is
	12********** then your user ID is
	12********
c) For Members holding shares in Physical	EVEN Number followed by Folio Number
Form.	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 user 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 "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 with a copy marked to 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 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 or call on: 022 4886 7000 or send a request to Mr. Abhijeet Gunjal at 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.
- 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.
- 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. <u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode</u>.
- 4. Alternatively shareholder/members may send a request to <u>evoting@nsdl.com</u> 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. The same will be replied by the company suitably.



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

In terms of Section 204 of the Companies Act, 2013 read with the Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to submit along with its Board's Report/Annual Report, a Secretarial Audit Report, given in the prescribed form, by a Company Secretary in practice.

Securities and Exchange Board of India (SEBI) had amended SEBI Listing Regulations on December 12, 2024. Amended Regulations 24A of SEBI Listing Regulations provides specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f. 1st April, 2025.

Amended Regulations 24A of SEBI Listing Regulations states that, on the basis of recommendation of the Audit Committee/ Board of Directors, a listed entity shall appoint or re-appoint an individual as a Secretarial Auditor for not more than 1 (one) term of 5 (five) consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than 2 (two) terms of 5 (five) consecutive years, with the approval of its Shareholders in its Annual General Meeting. Provided that any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31st March, 2025 shall not be considered for the purpose of calculating the tenure. Further, Secretarial Auditors shall be a Peer Reviewed Company Secretary.

Accordingly, the Board of Directors in their meeting held on 30th August, 2025, on the recommendation of Audit Committee, have approved and recommended the appointment of CS Namita Buche, Practicing Company Secretary, Nagpur (FCS No.: 5522 C. P. No.: 5073), as the Secretarial Auditors of the Company for five years commencing from FY 2025-2026 till FY 2029- 2030. CS Namita Buche an Associate member of Institute of Company Secretaries and also a Commerce Graduate. She possess over 10 years of experience in the field of due diligence and handling compliances under various Corporate Laws, listing agreement; for Initial Public Issues, Rights Issues, Bonus Issues, Preferential Allotments, etc. CS Namita Buche, after working with a Listed Company, a leading Infrastructure Company in Nagpur for two years, started her own practice in the field of Corporate Laws. She is also associated with various groups for providing Corporate Secretarial Services, handling regular secretarial and related matters. The firm has consistently demonstrated a strong track record in the areas of Corporate Law, Securities Regulations, Foreign Exchange Management Act (FEMA).

The Secretarial Auditor confirms that they holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that they have not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, approval of shareholders is required for such appointment. CS Namita Buche, a Practicing Company Secretary have given its consent to act as the Secretarial Auditor of the Company and has also confirmed that they hold a valid peer review certificate issued by Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as the Secretarial Auditor.

Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

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

Date : 30.08.2025 Place: Nagpur

Sd/-Sulabh Singh Parihar Company Secretary And Compliance Officer



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)]

Name of the Directors	Mr. Meher Shreeram Pophali
Director Identification Number ("DIN")	01568099
Date of Birth	20/04/1967
Nationality	Indian
Designation	Whole-time director
Date of Appointment on Board	29/09/1996
Qualification	Master's degree in Electronics
Brief Profile & Nature of expertise in specific functional areas	Mr. Meher Shreeram 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
Number of Shares held in the Company	1291500
List of Directorships in Other Company (In Listed Entities)	NIL
Chairman / Member in the Committees of Board of other Companies in which he / she is the Director (In Listed Entities)	NIL
Disclosure of relationships with Directors/ Manager/ Key Managerial Personnel	There is no relation between the Directors/ Manager/ Key Managerial Personnel of the Company and Mr. Meher Shreeram Pophali



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