MPS Infotecnics Limited
CIN: L30007DL1989PLC131190

To,

Date: May 18, 2023

The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza,C-1,Block-G,
Bandra Kurla Complex (E),
Mumbai-400051

The Manager-Listing
BSE Limited
FLOOR 25, P J Towers,
Dalal Street,Mumbai-400001

NSE Symbol-VISESHINFO

Scrip Code-532411

Sub: Submission of Annual Secretarial Compliance Report for the Year Ended March 31, 2023, pursuant to the Regulation 24A of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report of the Company, for the Financial Year ended March 31, 2023, issued by Mr. Kundan Agrawal, Practicing Company Secretary.

Kindly take the above information on record and oblige.

Thanking You

Yours faithfully
For MPS Infotecnics Limited

GARIMA SINGH
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Date: 2023.05.18 13:59:06 +05'30'

Garima Singh
Company secretary

Regd. Office : 703, Arunachal Building,
19, Barakhamba Road, New Delhi-1
Ph.: 011-43571044, Fax: 011-43571047
E-mail : info@mpsinfotech.com

Kundan Agrawal & Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail:agrawal.kundan@gmail.com

Secretarial Compliance Report of M/s MPS Infotecnics Limited
for the year ended 31st March 2023

We, ***Kundan Agrawal & Associates***, Company Secretaries having ***FRN: S2009DE113700*** and office at **E-21, Office No. 301, Jawahar Park, Laxmi Nagar, New Delhi-110092*193*** and **have examined**:

(a) all the documents and records made available to us and explanation provided by "***MPS Infotecnics Limited***" ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***(Not applicable on the company for the period under review)***
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ***(Not applicable on the company for the period under review)***
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities)

Kundan Agrawal & Associates Company Secretaries
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Regulations, 2008; ***(Not applicable on the company for the period under review)***

(g) 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;

(h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; ***(Not applicable on the company for the period under review)***

(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(Not applicable on the company for the period under review)***

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations,2018;

(k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

• **Refer Annexure "A" annexed to the Report**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

• **Refer Annexure "B" annexed to the Report**

I further report that –

• The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the part of ongoing Annual Secretarial Audit Report –

Kundan Agrawal & Associates
Company Secretaries

S.NO.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	**Secretarial Standards:** The Compliances of Listed Entity are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	NA
2	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity	Yes	NA
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars /guidelines issued by SEBI	Yes	NA
3	**Maintenance and disclosures on Website:** • The Listed Entity is maintaining a functional website	Yes	NA
	• Timely dissemination of the documents/information under a separate section on the website	Yes	NA
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	NA
4	**Disqualification of Director:** None of the Director of the Company are disqualified under section	Yes	NA

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	164 of the Companies Act, 2013		
5	**To examine details related to subsidiaries of Listed Entity:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	 Yes NA	 NA The Company has three foreign subsidiaries. However, these foreign subsidiaries are not material to the Company in terms of the provisions of Reg. 16 (c) of the Listing Regulations, 2015. Further, the Company does not have any other subsidiaries for which disclosure is required pursuant to the provisions of Reg. 16 (c) of Listing Regulations, 2015.
6	**Preservation of Documents:** The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal or records as per policy of preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015	Yes	NA
7	**Performance Evaluation:** The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in the	Yes	NA Kundan Agrawal & Associates * Company Secretaries * Kundan Agrawal

	SEBi Regulations.		
8	**Related Party Transactions:** (a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions. (b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently Approved/ratified/rejecter by the Audit Committee.	Yes NA	For the Financial Year 2022-23, the listed entity has obtained approval of shareholders for all related party transactions.
9	**Disclosure of events or information:** The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10	**Prohibition of Insider Trading** The Listed Entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition and Insider Trading) Regulations, 2015.	Yes	NA
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the Listed Entity/ its Promoters/ Directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)	**No** SEBI vide order bearing no WTM/AB/IVD/ID-4/7171/2019-20 dated 06.03.2020	1.The Company has filed appeals before Hon'ble Securities Appellate Tribunal, Mumbai, and

		directed the Company to continue to pursue the measures to bring back the outstanding amount of $ 8.90 million into its bank account in India. It is clarified that Noticee No. 3, Noticee No. 7 and all other present directors of Noticee No. 1 shall ensure the compliance of this direction by Noticee No. 1 and furnish a Certificate from a peer reviewed Chartered Accountant of ICAI along with necessary documentary evidences to SEBI, certifying the compliance of this direction. Further the said order also restrained the Company from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner, whatsoever, till compliance with directions contained in para 58(a) above and thereafter, for an additional period of two years from the date of bringing back the money. And SEBI through Adjudicating officer vide order no. ADJUDICATION ORDER NO: ORDER/GR/RR/2020-21/9709 dated 27.11.2020 has imposed Penalty of Rs. 10,00,00,000/- (Rupees Ten Crore Only) for violation under the provisions of Section 15 HA of the SEBI Act, 1992 and Section 23E of SCRA, 1956 for violation of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a),	the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.

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		(b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003, Section 21 of SCRA, 1956 read with Clause 32, 36(7) and 50 of the listing agreement. 2. The Company has defaulted in payment of Annual Listing Fees for the F.Y. 2022-23 to BSE and NSE, therefore, action has been initiated pursuant to BSE Notice No. 20210625-43 dated 25.06.2021 against the company and its promoters by freezing the D-mat accounts of the Promoter and Promoter Group for all debits. 3. The Company has not paid E-voting charges to CDSL yet, therefore BenPos data has been blocked by CDSL.	 Due to paucity of funds the Annual Listing Fees to NSE and BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future. Due to paucity of funds the Evoting Charges could not be paid to CDSL. The Company is trying its level best to arrange funds & is expected to pay the Evoting Charges in very near future.
11	**Additional Non-Compliances, if any:** No any additional non-compliance observed for all SEBI regulatory/circular/guidance note etc.	NA	NA

Compliances related to resignation of Statutory Auditors from Listed Entity and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

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S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		

	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation , has issued the limited review/ audit report, for such quarter; or **ii.** If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation , has issued the limited review/ audit report for such quarter as well as the next quarter; or **iii.** If the auditor has signed the limited review /audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No Event has been occurred for resignation of the Auditor and hence, the existing Audito5r has duly signed the Limited Review Report(LLR)/Audit Report for all four quarters as well as reporting F.Y.
2.	**Other Conditions relating to resignation of Statutory Auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the Quarterly Audit Committee meetings.	NA	NA
	b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company, the Auditor has informed the Audit Committee the details of information/explanation sought and not provided by the Management, as applicable.	NA	No Event has been occurred for resignation of the Auditor
	c) The Audit Committee/Board of Directors as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	As there was no event for resignation of Auditor, no information was required to be received and communicated.
	ii. Disclaimer in case of non-receipt of information:		

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	The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.	NA	NA
3.	The Listed Entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFR/CMD1/114/2019 dated 18^{th} October, 2019.	NA	NA

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviat i-ons	Action Taken by	Type of Action	Details of Violati on	Fine Amoun t	Observation s/ Remarks of the Practicing Company Secretary	Manage ment Respons e	Remark s
1.	As per annexure A									

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviati-ons	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per annexure B									

For Kundan Agrawal & Associates
Company Secretaries

Place: New Delhi
Date: 13/05/2023

Kundan Agrawal

Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631E000302640

Annexure "A"

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	**Regulati on/ Circular No**	**Deviations**	**Action taken by**	**Type of Action (Advisory/Clarif ication/Fin e/Show Cause Notice/ Warning, etc.)**	**Details of Violation**	**Fine Amou nt**	**Observations / Remarks of the Practicing Company)**	**Management Response**	**Remarks**
SEBI vide order bearing no WTM/AB/IVD/ID-4/7171/2019-20 dated 06.03.2020	Under Sections 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 in the matter of MPS Infotecnics Limited (formerly known as Visesh Infotecnics Limited)	-	Securities & Exchange Board of India (SEBI)	Restrained the Company from accessing the securities market and further prohibited from buying, selling or dealing in securities, directly or indirectly, in any manner whatsoever or being associated with the securities market in any manner.	Observations by SEBI after conducting an investigation to ascertain whether shares underlying Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed	**NA**	The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.	The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.	
ADJUDICATION ORDER NO: ORDER/GR/RR/2020-21/9709 dated 27.11.2020	Section 15 HA of the SEBI Act, 1992 and Section 23E of SCRA, 1956 for violation of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003, Section 21 of SCRA, 1956 read with Clause 32, 36(7) and 50 of the listing agreement	-	Securities & Exchange Board of India (SEBI)	Penalty of Rs. 10,00,00,000/- (Rupees Ten Crore Only) is imposed on the company.	Observations by SEBI after conducting an investigation to ascertain whether shares underlying Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed	Rs. 10,00,00,000/- (Rupees Ten Crore Only)	The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.	The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.	
Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015-Fees and other charges to be paid to the recognized stock exchange(s)	Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-payment of Annual Listing Fees to the Stock exchange's and Evoting Charges to CDSL.	Bombay Stock Exchange	Promoters D-mat Accounts Freezed for Debit	Defaulted in payment of Annual Listing Fees to BSE and NSE for the F.Y 2022-23	NA	Due to paucity of funds the Annual Listing Fees to NSE and BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.	Due to paucity of funds the Annual Listing Fees to NSE and BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.	
Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015-Fees and other charges to be paid to the recognized stock exchange(s)	Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-Payment of Evoting Charges	Central Depository Services (India) Limited	Stopped BenPos Data	Non- Payment of Evoting Charges	NA	Due to paucity of funds the Evoting Charges could not be paid to CDSL. The Company is trying its level best to arrange funds & is expected to pay the Evoting Charges in very near future.	Due to paucity of funds the Evoting Charges could not be paid to CDSL. The Company is trying its level best to arrange funds & is expected to pay the Evoting Charges in very near future.	

Annexure "B"

The listed entity has taken the following actions to comply with the observations made in previous reports: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	**Regulati on/ Circular No**	**Deviations**	**Action taken by**	**Type of Action (Advisory/Clarif ication/Fin e/Show Cause Notice/ Warning, etc.)**	**Details of Violation**	**Fine Amou nt**	**Observations / Remarks of the Practicing Company)**	**Management Response**	**Remarks**

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ADJUDICATION ORDER NO: ORDER/GR/RR/2020-21/9709 dated 27.11.2020	Section 15 HA of the SEBI Act, 1992 and Section 23E of SCRA, 1956 for violation of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003, Section 21 of SCRA, 1956 read with Clause 32, 36(7) and 50 of the listing agreement	-	Securities & Exchange Board of India (SEBI)	Penalty of Rs. 10,00,00,000/- (Rupees Ten Crore Only) is imposed on the company.	Observations by SEBI after conducting an investigation to ascertain whether shares underlying Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed	Rs. 10,00,00,000/- (Rupees Ten Crore Only)	The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.	The Company has filed an appeal before Hon'ble Securities Appellate Tribunal, Mumbai, and the matter is pending before the adjudication. The next hearing of the same is 12th June, 2023.	

KUNDAN AGRAWAL

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Date: 2023.05.15 16:37:22 +05'30'