MPS Infotecnics Limited
CIN: L30007DL1989PLC131190

To, **Date: May 29, 2025**

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, 2025, 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, 2025, 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
Digitally signed by GARIMA SINGH
Date: 2025.05.29 19:17:43 +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 2025

We, ***Kundan Agrawal & Associates***, Company Secretaries having ***FRN: S2009DE113700*** and office at **E-21, Office No. 301, Jawahar Park, Laxmi Nagar, New Delhi-110092** 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 2025 ("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,
(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; ***(Not applicable on the company for the period under review)***
(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) Regulations, 2008; ***(Not applicable on the company for the period under review)***

Kundan Agrawal & Associates Company Secretaries
Kundan Agrawal

(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;

(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.

- Listing fees for FY 2023-24 to NSE and BSE was outstanding due to which the demat accounts of promoters have been frozen by the Exchanges.

- Custodial Charges to CDSL & NSDL is outstanding due to which the depositories have blocked Benpos data, due to which company was unable to file shareholding pattern and unable to hold general meeting consequently for appointment of Mr. pankaj Prasad who was appointed by the board of directors in their meeting held on 12.08.2024.

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 Compliance Audit Report

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. • 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 Yes	NA NA
3	**Maintenance and disclosures on Website:** • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • 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 Yes Yes	NA NA NA
4	**Disqualification of Director:** None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013	Yes	NA
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 SEBI Regulations.	Yes	NA
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.	No Yes	For the Financial Year 2021-22, the listed entity has obtained approval of shareholders for all related party transactions. However for the FY 2022-23 & 2023-24,the Companies has not obtained approval from the shareholders as Annual General Meeting not convened, though Omnibus approval has been obtained. All Related Party Transactions are put before the Audit Committee as well as Board of Directors and the same were approved. Further the transactions with related parties are

			within the limits approved by the shareholders
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** Details as mentioned in "Annexure A" annexed with Annual Secretarial Compliance Report"	Remarks as mentioned in "Annexure A" annexed with Annual Secretarial Compliance Report"
11	**Additional Non-Compliances, if any:** No any additional non-compliance observed for all SEBI regulatory/circular/guidance note etc.	No	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:

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 occurred for resignation of the Auditor and hence, the existing Auditor 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.	No	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: 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 18th October, 2019.	NA	NA

For Kundan Agrawal & Associates
Company Secretaries

Kundan Agrawal

Place: New Delhi
Date: 23/05/2025

Kundan Agrawal
Company Secretary
Membership No. 7631/C.P. No. 8325
Peer Review Certificate No.-5704/2024
UDIN: F007631G000421748

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)	Regulation/ Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarif ication/Fin e/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	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	Regulation 3(a), (b), (c) (d) and 4(1), (2) (f), (k), (r) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices realting to Securities Market), Regulation, 2003	**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)	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 and 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 Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed. Due to non-payment of Penalty, the bank accounts of the Company have been frozen by SEBI.	Rs. 2500000/-	Against the orders of SEBI, the Company had filed an appeal before the Hon'ble Securities Appellate Tribunal. The Hon'ble Tribunal vide orders dated 27th September 2023 dismissed the appeals and vide order dated 8th December 2023, dismissed the Review Application. Aggrieved by the said order the Company had filed Special Leave Petition before the Hon'ble Supreme Court of India. The Hon'ble Apex Court vide its order dated 16.04.2024 dismissed the said appeal. Against the said order of the management of the Company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme Court vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI ans SAT have become finalto the extent of restraint imposed on the Company and penalty of Rs.25.00 lacs imposed on the Company. The company has not paid the penalty amount of Rs. 25.00 lacs, as of the date of this Audit Report, but necessary provision w.r.t. to the penalty of rs. 25 lacs has been made in the books which appear under the head "Current Liabilities", however, provision w.r.t. interest @ 12% p.a. from November 2020 to March 2025 aggregating to Rs. 13.25 lacs is being shown in Contigent Liability.	The Company has filed Special Leave Petition (SLP) vide Diary No. 11017 on 8th March 2024 before the HOn'ble Supreme Court of India. The Hon'ble Pex Court vide order dated 16th April 2024 has dismissed the appeal. Against the said order of the management of the Company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme COurt vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the Company and penalty of Rs. 25.00 lacs imposed on the Company.Furture course of action will be taken as advised by Legal Experts. Further the Company is transacting its business throug short term borrowings from the promoters. Decision on penalty imposed by SEBI would be taken once future course has been decided however the penalty of Rs. 25.00 lacs and interest @ 12% p.a. from November 2020 to March 2025 aggregating to Rs. 13.25 lacs is being shown in Contigent Liability.	The orders passed by SEBI has attained finality and In terms of the order dated 27th September 2023 and 8th December 2023 passed by the Hon'ble Securities Appellate Tribunal, the company has to pay the penalty of Rs. 25,00,000/- along with interest @ 12% p.a. from 27th November 2020.
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 for the F.Y. ended 2022-23, 2023-24 and 2024-25..**	Bombay Stock Exchange and National Stock Exchange	Promoters D-mat Accounts Freezed for Debit; Trading in the shares of the Company has been suspended. Delay in payment of Annual Listing Fees to the exchange attracts interest [18% interest will be charges by NSE and 12% interest will be charged by BSE]	Defaulted in payment of Annual Listing Fees to BSE and NSE for the F.Y 2022-23, 2023-24 and 2024-25.	NA	Due to paucity of funds the Annual Listing Fees to NSE and BSE could not be paid. For delayed period, the company will have to pay interest @ 18% p.a. to NSE and @ 12% p.a. to BSE.	The company is arranging funds to pay the Annual Listing Fees to Stock Exchanges. The Company has also requested the Promoters to pay the Annual Listing Fees to the stock exchanges on behalf of the Company. The Promoters have assured the management that they would make payment of the Annual Listing Fees at their earliest.	Listing Fees for 3 financial years is pending and payable .
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 Custodial Charges for the F.Y 2022-23 and 2023-24 to the Depositories and E-voting charges for the FY 2021-22.**	Central Depository Services (India) Limited and National Securities Depositories Limited	Depositories have blocked the excess to the BenPos Data to the Company's RTA. Delayed payment of Depositories fees attracts interest @ 12% p.a.	Non- Payment of Annual Custodial Charges to the Depositories and E-voting charges	NA	Custodial Charges to CDSL & NSDL for FY 2023-24 and 2024-25 amounting to Rs. 104.21 lacs & Rs. 14.83 lacs respectively is outstanding .The Company has disputed the charges being excessive and have made representations, however, the depositories have not respondened to the same.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.	The Company has made representations with the depositories, however, the company has not received any clarification from the depositories.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice	The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice
Reg. 31 (b) of the SEBI (Listing Obiligations and Disclosure Requirements) Regulations, 2015-Non-Submission of Shareholding Pattern for the quarter ended 30/09/2023, 31/12/2023, 31/03/2024, 30/06/2024, 30/09/2024, 31/12/2024 and 31/03/2025.	Regulation 31(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015	**Non-Submission of Shareholding Pattern for Quarters ended 30/09/2023, 31/12/2023, 31/03/2024, 30/06/2024, 30/09/2024, 31/12/2024. As on the date of preparing this report the Shareholding Pattern for the Quarter Ended March 31, 2025 has not Filed.**	Bombay Stock Exchange and National Stock Exchange	As per SEBI Circular bearing No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023,the Trading in the shares of the Company has been suspended. Further as per the said circular a fine of Rs. 2,000/- per day is being levied on the company which will accrue till the SHP's have not been submitted.	The Company has not submitted Share Holding Patter for the quarter ended 30/09/2023, 31/12/2023, 31/03/2024, 30/06/2024, 30/09/2024, 31/12/2024. As on the date of preparing this report the Shareholding Pattern for the Quarter Ended March 31, 2025 has not Filed.	Rs.3578000/-	As per SEBI Circular bearing No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Non-submission of SHP persuant to Regulation 31 of Listing Regulations, 2015, attracts penalty of Rs. 2,000/- per day plus GST @ 18% p.a. to each Stock Exchange i.e., NSE and BSE.	The Management has informed that the Shareholding Pattern for the quarter ended 30/09/2023, 31/12/2023, 31/03/2024, 30/06/2024, 30/09/2024, 31/12/2024 could not be submitted to the stock exchanges since the Depositories has blocked the BenPos of the Company for non-payment of thire Annual Custodial Charges and E-voting Charges. The Company has disputed the charges being excessive and have made representations, however, the depositories have not respondened to the same.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.As on the date of preparing this report the Shareholding Pattern for the Quarter Ended March 31, 2025 has also not Filed.	The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.
Reg. 34 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Regulations-Annual Report	Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	**Non-submission of Annual Report for the F.Y ended 2022-23 and 2023-24**	Bombay Stock Exchange and National Stock Exchange	As per SEBI Circular bearing No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, non compliance with the provisions of regulation 34 of the Listing Regulations attracts fine of Rs. 2,000/- per day .	The Company has not submitted audited Annual Report for the F.Y ended 2022-23 and 2023-24.	Rs.1366000/-	The Company has not submitted audited Annual Report for the F.Y. ended 2022-23 and 2023-24 since Audited Financial Statement for FY 2022-23 and 2023-24 has not be adopted and no annual general meeting of the company has been held.	The Management has informed that the Company could hold its Annual General Meeting consequently Annual Report for the FY 2022-23 and 2023-24, could not be adopted and submitted with the Stock Exchanges. The management has further informed that the Depositories has blocked the BenPos of the Company for non-payment of thire Annual Custodial Charges consequently notice convening Annual general Meeting could not be sent in terms of the provisions of the Companies Act, 2013 and the Listing Regulations. Since AGM could not be convened, the Annual Report for FY 2022-23 & 2023-24 could not be approved / adoted by the Share Holders, hence, Annual Report for FY 2022-23 & 2023-24 could not be submitted with the Stock Exchanges. Further it has been stated by the management that the Company has disputed the charges being excessive and have made representations, however, the depositories have not respondened to the same.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.	The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice

Reg. 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Regulations- Non-Compliance with the requrements pertaining to the composition of the Board	Reg. 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Regulations	**Non- Compliance with the requrements pertaining to the composition of the Board**	Bombay Stock Exchange and National Stock Exchange	As per SEBI Circular bearing No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, non compliance with the provisions of regulation 17(1) of the Listing Regulations attracts fine of Rs. 5,000/- per day and non-compliance with the proviions of sec. 203 of the Companies Act, 2013.	The Company has not appointed a Executive Director on the Board within the period prescribed under Reg. 17 of the SEBI, Listing Regulations, 2015.	Rs.715000/-	Mr. Peeyush Kumar Aggarwal, was managing Director of the Company till 9th August 2024 on which date he resigned from his post. The Company since then has not appointed Managing Director or CEO.	The Company was in the process of appointing a suitable candidate for the post of either Managing Director or Chief Executive Officer (CEO). As on the date of report Mr. Ram Niwas Sharma has been appointed as a Chief executive Officer of the Company w.e.f., 21.05.2025.	Mr. Ram Niwas Sharma has been appointed as a Chief executive Officer of the Company w.e.f., 21.05.2025.
Show cause notice for delisting of equity shares in terms of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021	Rule 21 (b) of Securities Contracts (Regulation) Rules, 1957	**Non-Submission of Shareholding Pattern for Quarters ended 30/09/2023, 31/12/2023, 31/03/2024, 30/06/2024, 30/09/2024, 31/12/2024. As on the date of preparing this report the Shareholding Pattern for the Quarter Ended March 31, 2025 has not Filed.**	National Stock Excha	Show Cause Notice dated 16.12.2024 has been received by the Company to show cause in writing as to why the Equity Shares of your Company should be Compulsorily delisted from the Exchange due to non compliance pursuant to Reg. 31 of the Listing regulations, 2015.	Non-Compliance pursuant to the Reg. 31 of the SEBI (LODR) Regulations i.e., non-submission of Shareholding Pattern	NA	the Show Cause Notice dated 16.12.2024 has been received by the Company to show cause in writing as to why the Equity Shares of your Company should be Compulsorily delisted from the Exchange due to non compliance pursuant to Reg. 31 of the Listing regulations, 2015.The said SCN was appropriately replied on 6th January 2025 by the Company.Thereafter NSE had published a public notice in Business Standard on 6th February 2025 in compliance with the said delisting regulations though without informing the Company. The Company took note of the same and the company vide its letter dated 21st February 2025 sought an opportunity of personal hearing. The said request was acceded to by NSE and NSE vide its email dated 18th March 2025 requested the company and its promoter to attend the meeting of the De-listing Committee scheduled for 7th April 2025. Since the daughter of Mr. Peeyush Aggarwal was to get married during this period hence requested the exchange to reschedule the meeting after 27th April 2025 which has been acceded by NSE, however the date of De-listing Committee meeting is yet to be provided by NSE.	The Management also informed that the said Show Cause Notice was appropriately replied on 6th January 2025 by the Company.Thereafter NSE had published a public notice in Business Standard on 6th February 2025 in compliance with the said delisting regulations though without informing the Company. The Company took note of the same and the company vide its letter dated 21st February 2025 sought an opportunity of personal hearing. The said request was acceded to by NSE and NSE vide its email dated 18th March 2025 requested the company and its promoter to attend the meeting of the De-listing Committee scheduled for 7th April 2025. Since the daughter of Mr. Peeyush Aggarwal was to get married during this period hence requested the exchange to reschedule the meeting after 27th April 2025 which has been acceded by NSE, however the date of De-listing Committee meeting is yet to be provided by NSE.	NA

Kundan Agrawal

Digitally signed by Kundan Agrawal
Date: 2025.05.24 13:18:02 +05'30'

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 Amount**	**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	Regulation 3(a), (b), (c) (d) and 4(1), (2) (f), (k), (r) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices realting to Securities Market), Regulation, 2003	**Violation of the provisions of Section 12A (a), (b),(c) of SEBI act, 1992 read with Regulation 3(a), (b), (c) (d) and 4(1), (2) (f), (k), (r) of PUFTP Regulations, 2003**	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 Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed	NA	Against the orders of SEBI, the Company had filed an appeal before the Hon'ble Securities Appellate Tribunal. The Hon'ble Tribunal vide orders dated 27th September 2023 dismissed the appeals and vide order dated 8th December 2023, dismissed the Review Application.	The Company has filed Special Leave Petition (SLP) vide Diary No. 11017 on 8th March 2024 before the HOn'ble Supreme Court of India. The Hon'ble Pex Court vide order dated 16th April 2024 has dismissed the appeal. Against the said order of the management of the Company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme COurt vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the Company and penalty of Rs. 25.00 lacs imposed on the Company.Furture course of action will be taken as advised by Legal Experts. Further the Company is transacting its business throug short term borrowings from the promoters. Decision on penalty imposed by SEBI would be taken once future course has been decided however the penalty of Rs. 25.00 lacs and interest @ 12% p.a. from November 2020 to March 2025 aggregating to Rs. 13.25 lacs is being shown in Contigent Liability.	The orders passed by SEBI has attained finality.
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	**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)	Fine Imposed on the Company.	Observations by SEBI after conducting an investigation to ascertain whether Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed. Due to non-payment of Penalty, the bank accounts of the Company have been frozen by SEBI.	Rs.2500000/-	Against the orders of SEBI, the Company had filed an appeal before the Hon'ble Securities Appellate Tribunal. The Hon'ble Tribunal vide orders dated 27th September 2023 dismissed the appeals but has reduced the penalty from Rs. 10.00 Crores to Rs. 25.00 Lacs. The said order was challanged by way of Review Application before SAT, however, the same has also been dismissed vide order dated 8th December 2023.	The Company has filed Special Leave Petition (SLP) vide Diary No. 11017 on 8th March 2024 before the HOn'ble Supreme Court of India. The Hon'ble Pex Court vide order dated 16th April 2024 has dismissed the appeal. Against the said order of the management of the Company on the advice of Legal Experts has filed Review Petition before the Hon'ble Apex Court. The Hon'ble Supreme COurt vide its order dated 26.09.2024 has dismissed the review petition and orders of SEBI and SAT have become final to the extent of restraint imposed on the Company and penalty of Rs. 25.00 lacs imposed on the Company.Furture course of action will be taken as advised by Legal Experts. Further the Company is transacting its business throug short term borrowings from the promoters. Decision on penalty imposed by SEBI would be taken once future course has been decided however the penalty of Rs. 25.00 lacs and interest on the said penalty amount of Rs. 13.25 lacs is being shown Contigent Liability.	In terms of the order dated 27th September 2023 and 8th December 2023 passed by the Hon'ble Securities Appellate Tribunal, the company has to pay the penalty of Rs. 25,00,000/- along with interest @ 12% p.a. from 27th November 2020
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.	Bombay Stock Exchange and National Stock Exchange	Promoters D-mat Accounts Freezed for Debit; Trading in the shares of the Company is restricted and trading the shares of the company has been suspended. Delay in payment of Annual Listing Fees to the exchange attracts interest [18% interest will be charges by NSE and 12% interest will be charged by BSE]	Defaulted in payment of Annual Listing Fees to BSE and NSE for the F.Y 2022-23 and 2023-24 and as on the date of preparation of this report / certificate, the company has received invoice from the exchanges for FY 2024-25	NA	Due to paucity of funds the Annual Listing Fees to NSE and BSE could not be paid. For delayed period, the company will have to pay interest @ 18% p.a. to NSE and @ 12% p.a. to BSE.	The company is arranging funds to pay the Annual Listing Fees to Stock Exchanges. The Company has also requested the Promoters to pay the Annual Listing Fees to the stock exchanges on behalf of the Company. The Promoters have assured the management that they would make payment of the Annual Listing Fees at their earliest.	Listing Fees for 2 financial years is pending and payable
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 Custodial Charges to the Depositories and E-voting charges	Central Depository Services (India) Limited and National Securities Depositories Limited	Depositories have blocked the excess to the BenPos Data to the Company's RTA. Delayed payment of Depositories fees attracts interest @ 12% p.a.	Non- Payment of Annual Custodial Charges to the Depositories and E-voting charges	NA	Disputes have been raised by the Company for excess fees being charges	The Company has made representations with the depositories, however, the company has not received any clarification from the depositories.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.	The Company has filed a Writ Petition before Hon'ble High Court and the matter is now sub-judice.
Reg. 31 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Submission of Shareholding Pattern for the quarter ended 30/09/2023 and 31/12/2023. Further as on the date of this report / Certificate the company has not submitted SHP for the quarter ended 31/03/2024.	Regulation 31(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-Submission of Shareholding Pattern for Quarters ended September 30, 2023 and December 31, 2023 and as on the date of this report / Certificate, the company has not submitted the SHP for the quarter ended 31/03/2024.	Bombay Stock Exchange and National Stock Exchange	As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 the Trading in the shares of the Company has been suspended. Further as per the said circular a fine of Rs. 2,000/- per day is being levied on the company which will accrue till the SHP's have not been submitted.	The Company has not submitted Share Holding Patter for the quarter ended 30/09/2023 and 31/12/2023. Further as on the date of this report / certificate the Company has not submitted Share Holding Pattern for the quarter ended 31/03/2024 which was to be submitted on or before 21/04/2024	As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020; Non-submission of SHP persuant to Regulation 31 of Listing Regulations, 2015, attracts penalty of Rs. 2,000/- per day. As on 31st March 2024 the company has to pay Rs. 324,000/- plus GST @ 18% p.a. to each to NSE and BSE for non-submission of SHP for the quarter ended 30/09/2023 and Rs. 182,000/- plus 18% GST to each to NSE and BSE for non-submission of SHP for the quarter ended 31/12/2023.	As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020; Non-submission of SHP persuant to Regulation 31 of Listing Regulations, 2015, attracts penalty of Rs. 2,000/- per day. As on 31st March 2024 the company has to pay Rs. 324,000/- plus GST @ 18% p.a. to each to NSE and BSE for non-submission of SHP for the quarter ended 30/09/2023 and Rs. 182,000/- plus 18% GST to each to NSE and BSE for non-submission of SHP for the quarter ended 31/12/2023.	The Management has informed that the Shareholding Pattern for the quarter ended 30/09/2023, 31/12/2023 and 31/03/2024 could not be submitted to the stock exchanges since the Depositories has blocked the BenPos of the Company for non-payment of thire Annual Custodial Charges and E-voting Charges. The Company has disputed the charges being excessive and have made representations, however, the depositories have not respondened to the same.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice.	The Company has filed a Writ Petition before Hon'ble High Court and the matter is now sub-judice.

Reg. 34 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Regulations-Annual Report	Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-submission of Annual Report for the F.Y ended 2022-23	Bombay Stock Exchange and National Stock Exchange	As per SEBI Circular bearing No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, non compliance with the provisions of regulation 34 of the Listing Regulations attracts fine of Rs. 2,000/- per day .	The Company has not submitted audited Annual Report for the F.Y ended 2022-23.	Rs.1,84,000/- per Exchange plus 18% GST [Rs. 2000 per day till the date of Compliance]	The Company has not submitted audited Annual Report for the F.Y. ended 2022-23 since Audited Financial Statement for FY 2022-23 has not be adopted and no annual general meeting of the company has been held	The Management has informed that the Company could hold its Annual General Meeting consequently Annual Report for the FY 2022-23 could not be adopted and submitted with the Stock Exchanges. The management has further informed that the Depositories has blocked the BenPos of the Company for non-payment of thire Annual Custodial Charges consequently notice convening Annual general Meeting could not be sent in terms of the provisions of the Companies Act, 2013 and the Listing Regulations. Since AGM could not be convened, the Annual Report for FY 2022-23 could not be approved / adoted by the Share Holders, hence, Annual Report for FY 2022-23 could not be submitted with the Stock Exchanges. Further it has been stated by the management that the Company has disputed the charges being excessive and have made representations, however, the depositories have not respondened to the same.The Company has filed Writ Petition before the Hon'ble Delhi High Court against SEBI, the Depositories (CDSL & NSDL) & Stock Exchange (NSE & BSE) vide diary No. E-6124659/2024 dated 18.12.2024 and the matter is now sub-judice	The Company has filed a Writ Petition before Hon'ble High Court and the matter is now sub-judice.

Kundan Agrawal

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