

General information about company		
Scrip code	532411	
NSE Symbol	VISESHINFO	
MSEI Symbol	NA	
ISIN	INE861A01058	
Name of the entity	MPS INFOTECNICS LIMITED	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes	
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	v00128	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Peeyush Kumar Aggarwal	AACPA6470C	00090423	Non-Executive - Non Independent Director	Chairperson		06-10-1963
2	Mr	Rachit Garg	AZSPG7226K	07574194	Non-Executive - Non Independent Director	Not Applicable		30-10-1987
3	Mrs	Madhu Sharma	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955
4	Mr	Santosh Pradhan	AMMPP2548J	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970
5	Mr	Pankaj Prasad	AAOPP7074P	01481240	Non-Executive - Independent Director	Not Applicable		21-07-1971
6	Mr	Atul Srivastava	ARVPS8530P	07101375	Non-Executive - Non Independent Director	Not Applicable		02-04-1969

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	No		30-09-1997			336	5	0	7	0			
2	No		30-05-2017	30-09-2021		100	2	0	2	1			
3	Yes	30-12-2020	02-03-2015	30-12-2020		127	6	6	4	2			
4	Yes	30-12-2020	08-01-2020	30-12-2020		72	2	2	4	0			
5	No		12-08-2024	12-08-2024		14	2	2	0	2			
6	No		19-06-2025	19-06-2025		4	1	0	0	0			

Text Block	
Textual Information(1)	As on 30.09.2025, the Board of Directors of the Company consists of Six Directors i.e., 3 Independent Directors and 3 Non-Executive Non-Independent Director. The Composition of the Board of the Company consists of the following members: 1. Mr. Peeyush Kumar Aggarwal- Non-Executive & Promoter of the Company- Mr. Peeyush Kumar Aggarwal is the longest serving Director of the Company. He was appointed on the Board 03.09.1997 and has held various positions in the Company as a Board Member. His directorship is liable to retire by rotation. 2. Mr. Rachit Garg- Non-Executive and Non-Independent Director of the Company- Mr. Rachit Garg was first appointed as a Non- Executive and Non-Independent Director, liable to retire by rotation of the Company on 30th May, 2018. Mr. Rachit Garg retired on the Annual General Meeting held on 30th September, 2019, pursuant to the provisions of Sec.152(6) of the Companies act, 2013 read with Companies (Appointment and Qualifications of Directors) 2014, was re-appointed as Non-Executive and Non-Independent Director, liable to retire by rotation. Mr. Rachit Garg again retired on 30th September, 2021 and being eligible was again re-appointed in the Annual general Meeting held on 30th September, 2021. 3. Mrs. Madhu Sharma-Non-Executive and Independent Director of the Company- Mrs. Madhu Sharma was first appointed as an Independent Director of the Company in the 26th Annual General Meeting of the Company with the approval of shareholders Annual General Meeting held on September 30, 2015, for a period of five years. Further after completion of her 1st term she was re-appointed again for a 2nd Term of five years, with the approval of the shareholders in their meeting held on 30th September, 2020. 4. Mr. Santosh Pradhan-Non-Executive and Independent Director of the Company- Mr. Santosh Pradhan was appointed as an Independent Director of the Company w.e.f 8th January, 2020, with the consent of the Shareholders in their meeting held on 30th December, 2020 for a period of five years. 5. Mr. Pankaj Prasad- Non-Executive and Independent Director of the Company- Mr. Pankaj Prasad was appointed as an Independent Director of the Company in the Board Meeting held on 12th August, 2024, on the recommendation of Nomination and Remuneration Committee. 6. Mr. Atul Srivastava - Non-Executive and Non-Independent Director of the Company- With the recommendation of Nomination and Remuneration Committee, Mr. Atul Srivastava was appointed as a Non-Executive and Non-Independent Director of the Company in the Board Meeting held on 19th June, 2025,

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06947852	Madhu Sharma	Non-Executive - Independent Director	Chairperson	14-08-2018		
2	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	29-06-2023		
3	00090423	Peeyush Kumar Aggarwal	Non-Executive - Non Independent Director	Member	14-08-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06947852	Madhu Sharma	Non-Executive - Independent Director	Chairperson	14-08-2018		
2	07574194	Rachit Garg	Non-Executive - Non Independent Director	Member	14-08-2018		
3	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	29-06-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07574194	Rachit Garg	Non-Executive - Non Independent Director	Chairperson	14-08-2018		
2	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	29-06-2023		
3	00090423	Peeyush Kumar Aggarwal	Non-Executive - Non Independent Director	Member	14-08-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00354664	Santosh Pradhan	Non-Executive - Independent Director	Chairperson	29-06-2023		
2	06947852	Madhu Sharma	Non-Executive - Independent Director	Member	17-10-2016		
3	00090423	Peeyush Kumar Aggarwal	Non-Executive - Non Independent Director	Member	17-10-2016		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-04-2025				Yes	5	5	3
2	21-05-2025		22		Yes	5	5	3
3	26-05-2025		4		Yes	5	5	3
4	19-06-2025		23		Yes	6	6	3
5		13-08-2025	54		Yes	6	6	3
6		28-08-2025	14		Yes	6	6	3

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	26-05-2025				Yes	3	3	2	0
2	Audit Committee	13-08-2025	78			Yes	3	3	2	0
3	Nomination and remuneration committee	21-05-2025				Yes	3	3	2	0
4	Nomination and remuneration committee	19-06-2025	28			Yes	3	3	2	0
5	Stakeholders Relationship Committee	09-07-2025	19			Yes	3	3	1	0
6	Stakeholders Relationship Committee	28-08-2025	49			Yes	3	3	1	0

Annexure 1		
V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	No
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Mrs. Garima Singh
2	Designation	Company Secretary and Compliance Officer

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			Textual Information(1)	

Text Block	
Textual Information(1)	The Annual General Meeting could not be held due to non-availability of Shareholder data. Depositories had blocked the BenPos data due to which our RTA is unable to download Shareholders Data, hence annual report couldn't be sent to the shareholders. The Company has filed a Writ Petition before the Honble Delhi High Court vide diary no. E-6783718/2025 dated 15th October, 2025. The matter is under consideration by the Hon'ble Delhi High Court. The Compliance Status is based on the Annual General Meeting held on 30th September 2022.

Annexure III		
1	Name of signatory	Mrs. Garima Singh
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)			
Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			Textual Information(1)
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. Refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Mr. Sanjay Sharma		
Designation	CFO		
Place	New Delhi		
Date	28-10-2025		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Mrs. Garima Singh
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	28-10-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Axis Convergence Inc. Mauritius	29-08-2012	100	0	100
2	Greenwire Network Limited	29-08-2012	100	0	100
3	Opentech Thai Network Specialists Co. Limited	16-07-2003	99.99	0	99.99

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block	
Textual Information(1)	M/s. Axis Convergence Inc and M/s. Greenwire Network Private Limited were subsidiaries of M/s. Axis Convergence Private Limited. In 2012 Ms/. Axis Convergence Private Limited was merged with M/s. Visesh Infotecnics Limited vide order of Honble High Court of Delhi dated 20.07.2012and the same being effective from 29.08.2012. Pursuant to merger all the assets including subsidiaries i.e., M/s. Axis Convergence Inc and M/s. Greenwire Network Private Limited got transferred in the name of M/s. Visesh Infotecnics Limited.

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India and BSE Limited	Freezing of D-mat accounts of Promoters	01-12-2022	Freezing of D-mat accounts due to non-payment of Annual Listing fees for the FY 2022-23, 2023-24, 2024-25 & 2025-26.	No impact since provisions for listing has already been made in the books of accounts. Since there is delay in payment of Annual Listing Fees, which attracts interest @12 % p.a. by BSE and @18 % p.a. by NSE . Provision for which has not been made. The Company proposes to make an application for waiver of interest as and when the ALF is paid.
2	National Stock Exchange of India and BSE Limited	Suspension of Trading in the Securities of the Company	01-12-2023	Suspension of trading due to non compliances with reg. 31 (1)(b) i.e., 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, 31.03.2025 and 30.06.2025. As on the date of filing this Governance Report Shareholding Pattern for the Quarter Ended September 30, 2025 is also pending for submission.	The non compliance with the Reg. 31 (1) (b) of Listing regulations, 2015, attracts, penalty of Rs. 2000/- per day. The Company has not made any provision to the extent of penalty of Rs.9,272,440/-. Since non submission of SHP is due to BenPos being blocked by the depositories and the Company has filed Writ Petition before the Hon'ble Delhi High Court vide diary no. E-67837718/2025 dated 15.10.2025 and the same is under consideration by the Hon'ble Court.
3	National Stock Exchange of India and BSE Limited	Suspension of Trading in the Securities of the Company	25-01-2024	Suspension of trading due to non submission of Annual Report for the FY 2022-23 and 2023-24, 2024-25 pursuant to eg. 34 of the Listing Regulations, 2015.	The non compliance with the Reg. 34 of Listing regulations, 2015, attracts, penalty of Rs. 2000/- per day. The Company has not made any provision to the extent of penalty of Rs.2,527,560/-. Since non submission of SHP is due to BenPos being blocked by the Depositories and the Company has filed a Writ Petition before the Hon'ble Delhi High Court vide diary no. E-6783718/2025 dated 15.10.2025 and the same is under Consideration.Till 30.09.2025to the extent of Rs. 2,527,560/- the lossess of theCompany are understated.
4	Securities and Exchange Board of India	Penalty of Rs. 10 crores was imposed on the Company.Against the order of SEBI, the Company had filed an appeal before the Securities Appellate Tribunal.The Hon'ble Securities Appellate Tribunal vide order dated 27.09.2023 dismissed the appeal but has reduced the penalty from RS. 10 crores to Rs. 25 lacs. Special Leave Petition against SAT order dismissed by Hon'ble Supreme Court of India. The Company is	16-03-2020	Observation 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.	Penalty of Rs. 25 lacs already accounted for in the books of accounts, however, interest @12% has not been booked. There will be an impact of Rs. 13,25,000/- (interest calculated till March 2025) in the financial results of the Company.

		in the Process of filing curative petition before the Hon'ble Supreme Court of India.			
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Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Assessment Year 2018-19 (financial year 2017-18)	26-03-2023	Appeal filed before CIT Appeals 05-04-2023	Pleadings Complete, writte arguments submitted, now pending for orders.
2	Income Tax Department-Notice u/s. 148 of the Income Tax Act vide Notice bearing No. ITBA/AST/S/148_1/2025-26/1078040374(1) dated 30.06.2025 for AY 2021-22	30-06-2025	Notice under section 148 of the Income Tax Act to the effect that the income chargeable to tax has escaped assessment within the meaning of section 147 of the Act. Order under sub-section 3 of section 148A of the Act has been passed in the case vide DIN ITBA/AST/F/148A/2025-26/1078040123(1) dated 30/06/2025 determining it is a fit case to issue notice under section 148 of the ACt. The notice further state that it prpose to assess or reassess such income or recompute the loss or the depreciation allowance or any other allowance or deduction for the Assessment Year 2021-22 and I, hereby, require you to furnish, within a period of 90 days in which this notice is issued, a return in the prescribed form for the Assessment Year 2021.22.	The Company is in the process of providing relevant information in the prescribed form for the Assessment Year 2021-22.

