



To,

Date: May 14, 2022

The Manager-Listing

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
BandraKurla 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: Annual Secretarial Compliance Report for the Financial Year March 31, 2022

Dear Sir,

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the year financial year 2021-22.

The above document is available on the Company's website i.e., www.mpsinfotec.com.

Kindly take the above information on record and oblige.

Thanking You

Yours faithfully

For MPS Infotecnics Limited

A handwritten signature in black ink, appearing to read 'Garima Singh', written over a circular stamp.

Garima Singh
Company secretary





Secretarial compliance report of M/s MPS Infotecnics Limited
for the year ended 31st March 2022

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 2022** (“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) Regulations, 2008; *(Not applicable on the company for the period under review)*



- (g) 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)*
- (h) 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 entity is listed on Bombay Stock exchange (BSE) and National Stock Exchange (NSE).
- (b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Securities and Exchange Board of India (SEBI)	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	Penalty of Rs. 10,00,00,000/- (Rupees Ten Crore Only) is imposed on the company. 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), (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.	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 30 th June, 2022.



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company has defaulted in payment of Annual Listing Fees to BSE and NSE, therefore, action has been initiated against the company by freezing the Demat accounts of its Promoter and Promoter Group for all debits and further equity shares of the company are also marked as suspended for trading on BSE's web portal.	2020-21	Annual Listing has been paid to the respective Stock Exchanges along with Interest.	Default made good

Place: New Delhi
Date: 12/05/2022

For Kundan Agrawal & Associates
Company Secretaries



Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
Peer Review Certificate No. 614/2019
UDIN: F007631D000311682