

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190
An ISO 9001 - 2008 Company



To,

Date: 27th July, 2020

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: Annual Secretarial Compliance Report for the Financial Year Ended March 31, 2020

Dear Sir,

Pursuant to **Reg. 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, read with **SEBI CIRCULAR NO. CIR/CFD/CMD1/27/2019** dated 8th February, 2019, we enclose herewith the Annual Secretarial Compliance Report of the Company issued by Mr. Kundan Agrawal (M.No.7631/CP No.8325), Practicing Company Secretary for the Financial Year Ended March 31, 2020

You are requested to take the same on your records and oblige.

Thanking You,

Yours Faithfully

For MPS Infotecnics Limited

A handwritten signature in blue ink that reads 'Garima Singh'. The signature is written in a cursive style and is positioned above the printed name of the signatory.

Garima Singh

Company Secretary & Compliance Officer

Corporate Office : B-55, Sector - 65, Noida (U.P.)-201301

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19, Barakhamba Road, New Delhi-1

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E-mail : info@viseshinfo.com



**Secretarial compliance report of MPS Infotecnics Limited
for the year ended 31st March 2020**

We, Kundan Agrawal & Associates, Company Secretaries having FRN: S2009DE113700 and office at 193 First floor, Shakti Khand 3 (near One mall) Indirapuram, Ghaziabad U.P. India 201014 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 2020** (“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 during the period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable during the period under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable during 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 during 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.
- (b) An order regarding issue of GDR was passed by SEBI dated 06.03.2020 bearing order no. WTM/AB/IVD/ID-4/7171/2019-20.
- (c) An order dated 17.03.2020 regarding review of Shell Companies was passed by NSE.
- (d) 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 14 – Listing Fees & Other charges	Not Paid	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.
2.	Regulation 34-Submission of Annual Report to the stock exchange within 21 days of AGM.	Delay in Submission	The Company has defaulted in Submission of Annual Report to the stock exchange within stipulated time due to which BSE imposed a fine of Rs. 5000 + 18% GST i.e. Rs. 5900.
3.	Regulation 33- Financial Results	Delay in Submission	The Company has defaulted in Submission of Audited financial results for the quarter and year ended 31st March 2020 within time due to which BSE imposed a fine of 5000 + 18% GST i.e. 5900 and NSE imposed a fine of Rs. 25000 + 18% GST i.e. Rs. 29500.





- (e) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (f) 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 there under:-

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.	BSE	Regulation 14- Non Payment of Listing Fees	BSE has initiated action against the company by freezing the Demat accounts of its Promoter and Promoter Group for trying to arrange necessary all debits and further equity shares of the company are also marked as suspended for trading on BSE's web portal.	As per the explanations provided to us by the management of the Company, the company is trying to arrange necessary funds to clear its outstanding listing fees and to revoke the consequent suspension on trading of its shares
2.	BSE	Regulation 34- Non Submission of Annual Report to the stock exchange within 21 days of AGM.	BSE imposed a fine of Rs. 5000 + 18% GST i.e. Rs. 5900 for this default.	The company has paid the fine and made the default good.
3.	BSE NSE	Regulation 33- Financial Results	The Company has defaulted in Submission of Audited financial results for the quarter and year ended 31st March 2020 within time due to which BSE imposed a fine of 5000 + 18% GST i.e. 5900 and NSE imposed a fine of Rs. 25000 + 18% GST i.e. Rs. 29500.	The company has paid the fine and made the default good.





Kundan Agrawal & Associates

Company Secretaries

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(g) 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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Listing fees Payment to BSE is pending from last one year and that of NSE is pending from last three years.	2019	NIL	As per the explanations provided to us by the management of the Company, the company is trying to arrange necessary funds to clear its outstanding listing fees and to revoke the consequent suspension on trading of its shares
2	Financial Results along with Limited review report/Auditor's report filed twice	2019	Already filed.	Default made good.
3	Regulation 46- Website- Partial disclosure	2019	The Company is maintaining its website now.	Default made good.
4.	Regulation 44(3) – Voting Results delayed	2019	Voting Results uploaded.	Default made good.
5.	Regulation 30 – Outcome of Board meeting delayed	2019	Filed.	Default made good.
6.	Regulation 31 – Shareholding Pattern delayed for quarter ended 31 st March 2018	2018	Filed	Default made good.

For Kundan Agrawal & Associates
Company Secretaries

Place: Ghaziabad, U.P.
Date: 27/07/2020



Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631B000511301