

# MPS Infotecnics Limited

CIN: L30007DL1989PLC131190  
An ISO 9001 - 2008 Company



Date: May 30<sup>th</sup>, 2019

To,  
BSE Limited,  
25<sup>th</sup> Floor, P.J. Towers, Dalal Street  
Fort, Mumbai-401 001

To,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G, Bandra Kurla  
Complex, Bandra (E), Mumbai- 400 051

Security Code: 532411

NSE Symbol: VISESHINFO

**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2019.**

Dear Sir (s),

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March 2019 issued by Mr. Kundan Agrawal (Membership No.- 7631 / CP No.-8325), Practicing Company Secretary and Secretarial Auditor of the Company along with the management opinion on the observations made by the Secretarial Auditor.

You are requested to take the same on your records.

Thanking You

Yours faithfully,

For MPS Infotecnics Limited

Prachi Sharma

(Company Secretary)

Membership No.- A58134



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

Ph: +91-0120-4713900, Fax: +91-0120-4324040

**Regd. Office :** 703, Arunachal Building,  
19, Barakhamba Road, New Delhi-1

Ph.: 011-43571044, Fax: 011-43571047

E-mail : info@visheshinfo.com



**Secretarial compliance report of M/s MPS Infotecnics Limited**  
**for the year ended 31<sup>st</sup> March 2019.**

We Kundan Agrawal & Associates, Company Secretaries having FRN: S2009DE113700 and office at H-23A, 204, Kamal Tower, (Near Sai Mandir), Vikas Marg, Laxmi Nagar, 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 **31<sup>st</sup> March 2019** (“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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;





## Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (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, 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	Listing fees Payment to BSE is pending from last one year and that of NSE is pending from last three years.
2.	Regulation 33 (3) (a) - Financial Results alongwith Limited review report/Auditor's report	Filed twice	In the first instance Limited review report was not submitted along with the financial statements of the company.
3.	Regulation 31 – Shareholding Pattern	Delayed	Company has delayed in filing shareholding pattern for the quarter 31 <sup>st</sup> March 2018 by one day.
4.	Regulation 46 - Website	Partial Disclosures	Company has not made proper disclosures regarding maintenance of website for the year ended March, 2019
5.	Regulation 44(3) - Voting Results	Delayed	Due to clerical delay
6.	Regulation 30 – Outcome of Board meeting	Delayed	The outcome was filed twice and the final copy was filed after the expiry of 30 minutes from the conclusion of board meeting held on 30/05/2018.

- (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.





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Company Secretaries

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(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.	National Stock Exchange of India Limited	Company has been marked as the shell company.	Forensic Audit was initiated against the company and report was issued by the auditor after conducting the audit. Thereafter Query letter was received by company from NSE with respect to the forensic audit report in January 2019.	Company had replied to the queries/observations of NSE and made them available with all the necessary documents and information demanded during the process and now waiting for their responding back.
2.	SEBI (The Securities and Exchange Board of India)	Under section 11B of SEBI Act, 1992 in the matter of GDRs issued by company in 2007	SEBI in January issued Show Cause Notice to the company and the then directors of the Company and sought the Company's response.	Company through its representatives appeared in the hearing in this matter on 15 <sup>th</sup> May, 2019 and had concluded its arguments.

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





## Kundan Agrawal & Associates

Company Secretaries

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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
The necessity of filing of Annual Secretarial Compliance Report has come into force for the first time on February 08 <sup>th</sup> 2019. So this table is not applicable on the company for the Previous Financial Year.				

For Kundan Agrawal & Associates  
Company Secretaries

Place: New Delhi

Date: 25/05/2019



Kundan Agrawal  
Company Secretary  
Membership No. 7631  
C.P. No. 8325



# MPS Infotecnics Limited

CIN: L30007DL1989PLC131190  
An ISO 9001 - 2008 Company



May 28, 2019

To,  
**The Manager - Listing,**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra,  
Kurla Complex (E)  
**Mumbai-400051.**  
**NSE Scrip Code: VISESHINFO**

**The Manager- Listing**  
Bombay Stock Exchange limited,  
Floor 25, P J Towers,  
**Dalal Street, Mumbai -400001**  
**BSE Scrip Code - 532411**

Dear Sir / Madam,

This is with reference to the Secretarial Compliance report dated 25<sup>th</sup> May 2019 submitted by Kundan Agrawal & Associates wherein the Secretarial Auditors had made certain observation. The Management Opinion on the observations made by the said Secretarial Auditor Report is as under:

## MANAGEMENT'S RESPONSE TO THE QUALIFICATIONS MADE IN THE SECRETARIAL COMPLIANCE CERTIFICATE DATED 25<sup>TH</sup> MAY 2019 ISSUED BY M/S. KUNDAN AGRAWAL & ASSOCIATES

Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Observations / Remarks of the Practicing Company Secretary	Management's response to the observations / remarks of the Practicing Company Secretary
Regulation - 14 - Listing Fees & other Charges	Listing fees payment to BSE is pending for the last year and that of NSE is pending from last three years	The Company is making efforts to pay the outstanding very soon.
Regulation 33(3)(a) - Financial Results along with Limited Review Report /Auditor's report	Filed twice	Limited Review Report was in the first instance not attached and as soon as the error was identified, Limited Review Report along with Financial Results was submitted with Stock Exchanges, where the shares of the Company are listed.
Regulation 31 - Shareholding Pattern	Delayed	SHP for the quarter ended 31 <sup>st</sup> March 2018 was delayed as CDSL, the depository, had not

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19, Barakhamba Road, New Delhi-1  
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E-mail : info@visheshinfo.com

*[Handwritten Signature]*



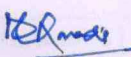


		updated its accounts in respect of fees paid by the Company; consequently the Benpos was withheld by CDSL. The issue was taken up with CDSL and thereafter the Benpos was released but by that time the delay had occurred. The company has paid the penalty.
Regulation 46 – Website	Partial Disclosures	Efforts are being made for maintenance of the website.
Regulation 44(3) – Voting Results	Delayed	The management does not wish to make any comments on the delay which was due to Clerical mistake
Regulation 30 – Outcome of Board Meeting held on 30 <sup>th</sup> May 2018 and 31 <sup>st</sup> May 2019	Delayed	The Board Meeting held on 30 <sup>th</sup> May 2018 could not be completed as there were certain business items which could not be transacted due to paucity of time; consequently on 30 <sup>th</sup> May 2018, an outcome was sent in this regard to the Stock Exchanged. The Board of Directors again met on 31 <sup>st</sup> May 2018 to complete the items which remained to be transacted in the Board Meeting held on 30 <sup>th</sup> May 2018. The Board meeting concluded at 11.50 p.m., however, the outcome could be submitted only 1 <sup>st</sup> June 2018 at 12:44 a.m. (after midnight). Consequently penalty for delay of 1 day has been paid by the Company.

The Secretarial Auditor's report dated 25<sup>th</sup> May 2019 along with the Management's opinion on the observation as mentioned above may kindly be taken on records.

Thanking you,

Yours faithfully,  
For MPS Infotecnics Limited

  
Prakash Choradia  
A.G.M. – Legal

