

MPS Infotecnics Limited

CIN: L30007DL1989PLC131190
An ISO 9001 - 2008 Company



Date: 30th June, 2021

To,

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, 2021

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, 2021.

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

Thanking You,

Yours Faithfully

For MPS Infotecnics Limited

Garima
Garima Singh

Company Secretary & Compliance Officer



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



Secretarial compliance report of M/s MPS Infotecnics Limited
for the year ended 31st March 2021

We **Kundan Agrawal & Associates**, Company Secretaries having **FRN: S2009DE113700** and office at **193 First floor, Shakti Khand 3 (near One mall) Indirapuram, Ghaziabad, Uttar Pradesh-201010** 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 2021** (“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) SEBI has passed an adjudication order via order no. ORDER/GR/RR/2020-21/9709 under section 15 - I of the Securities And Exchange Board Of India Act, 1992 read with rule 5 of SEBI (procedure for holding inquiry and imposing penalties) rules, 1995 and section 23 – I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulations) (procedure for holding inquiry and imposing penalties) Rules, 2005.

(c) 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.

(d) 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.

- (e) 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.	Company is in the process of filing an Appeal against this Order in SAT

- (f) 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
----------------	---	---	---	---





Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

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.	2019-20	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.	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.	2019-20	Already filed.	Default made good.
3.	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.	2019-20	Already filed.	Default made good.

**For Kundan Agrawal & Associates
Company Secretaries**

Place: Ghaziabad, Uttar Pradesh

Date: 29/06/2021



**Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631C000542440**