

General information about company	
Scrip code	532411
NSE Symbol	VIRESHINFO
MSEI Symbol	
ISIN	INE861A01058
Name of the entity	MPS INFOTECNICS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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														No						
Whether Chairperson is related to MD or CEO														Yes						
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	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 (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PEEYUSH KUMAR AGGARWAL	AACPA6470C	00090423	Executive Director	Chairperson related to Promoter	MD	06-10-1963	NA		03-09-1997	03-01-2018		267	3	0	5	0		
2	Mr	RACHIT GARG	AZSPG7226K	07574194	Non-Executive - Non Independent Director	Not Applicable		30-10-1987	No		30-05-2018	30-09-2019		19	1	0	0	1		
3	Mr	MANOJ KUMAR JAIN	AGHPJ0168K	01887411	Non-Executive - Independent Director	Not Applicable		17-01-1966	Yes	30-09-2019	02-06-2014	30-09-2019		67	3	3	2	4		
4	Mr	RAM NIWAS SHARMA	AQDPS7567H	08427985	Non-Executive - Non Independent Director	Not Applicable		10-05-1972	No		30-09-2019	30-09-2019		3	2	0	0	0		

I. Composition of Board of Directors																		
Disclosure of notes on composition of board of directors explanatory																		
Whether the listed entity has a Regular Chairperson																		
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	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 (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in At Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mrs	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955	Yes	30-09-2015	02-03-2015	30-09-2015		58	5	5	3	3
6	Mr	SANTOSH PRADHAN	AMMPP2548J	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970	No		08-01-2020	09-01-2020		2	2	2	1	0

Text Block	
Textual Information(1)	Mr. Manoj Kumar Jain was appointed as Independent Director for the 2nd Consecutive term of 5 years in the AGM held on 30.09.2019.Mr.Santosh Pradhan was appointed as an Independent Director in the Board meeting held on 8th January 2020 due to resignation of Mr. Shatrughan Sahu.

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	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Member	14-08-2018		
3	00090423	PEEYUSH KUMAR AGGARWAL	Executive Director	Member	26-10-2009		

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	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Member	14-08-2018		
3	07574194	RACHIT GARG	Non-Executive - Non Independent Director	Member	14-08-2018		

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	00090423	PEEYUSH KUMAR AGGARWAL	Executive Director	Member	14-08-2018		
3	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Member	13-02-2017		

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	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Chairperson	02-06-2014		
2	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	17-10-2016		
3	00090423	PEEYUSH KUMAR AGGARWAL	Executive Director	Member	17-10-2016		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	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)				
1	18-10-2019				Yes	6	3
2	13-11-2019		25		Yes	6	3
3		08-01-2020	55		Yes	6	3
4		12-02-2020	34		Yes	6	3
5		29-02-2020	16		Yes	6	3
6		16-03-2020	15		Yes	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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2019				Yes	3	2
2	Audit Committee	12-02-2020	90			Yes	3	2
3	Nomination and remuneration committee	26-12-2019				Yes	3	2
4	Nomination and remuneration committee	08-01-2020	12			Yes	3	2
5	Nomination and remuneration committee	16-03-2020	67			Yes	3	2

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	<p>The Co. has entered into RPT during the Qtr ended on 31.3.2020 with the foll. RP1. Mr. Peeyush Kumar Aggarwal - MD & Promoter.2. M/s. Omkam Global Capital Private Limited - Entities through which KMP can exercise significant influence. As and when the funds are required for the smooth operations, Mr. Peeyush Kumar Aggarwal, MD of the Company and also the promoter of the company, infuses funds in the Company. The funds so received from Mr. Aggarwal, is unsecured, interest free and repayable on demand and/or as and when the company has surplus funds. During the quarter ended 31.3.20, Mr. Peeyush Aggarwal had infused Rs. 7.77 lacs and over all he has infused Rs. 1748.87 lacs.M/s. Omkam Global Capital Pvt. Ltd., a company promoted by Mr. Peeyush Kumar Aggarwal for which the funds are being received by the company from time to time. During the quarter, the company had received Rs. 4.60 lacs and over all the company has received Rs. 372.95 lacs.</p>

Annexure 1		
VI. 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 500 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.	Yes
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	GARIMA SINGH
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.mpsinfotec.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.mpsinfotec.com/investors_zone.html
3	Composition of various committees of board of directors	Yes		https://www.mpsinfotec.com/investors_zone.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.mpsinfotec.com/investors_zone.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.mpsinfotec.com/investors_zone.html
6	Criteria of making payments to non-executive directors	Yes		https://www.mpsinfotec.com/investors_zone.html
7	Policy on dealing with related party transactions	Yes		https://www.mpsinfotec.com/investors_zone.html
8	Policy for determining 'material' subsidiaries	Yes		https://www.mpsinfotec.com/investors_zone.html
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.mpsinfotec.com/investors_zone.html

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.mpsinfotec.com/corporate_info.html
11	email address for grievance redressal and other relevant details	Yes		https://www.mpsinfotec.com/corporate_info.html
12	Financial results	Yes		https://www.mpsinfotec.com/investors_zone.html
13	Shareholding pattern	Yes		https://www.mpsinfotec.com/investors_zone.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		https://www.mpsinfotec.com/investors_zone.html
17	Advertisements as per regulation 47 (1)	Yes		https://www.mpsinfotec.com/investors_zone.html
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.mpsinfotec.com/investors_zone.html
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.mpsinfotec.com/investors_zone.html
21	Materiality Policy as per Regulation 30	Yes		https://www.mpsinfotec.com/investors_zone.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.mpsinfotec.com/investors_zone.html
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.mpsinfotec.com/investors_zone.html

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	GARIMA SINGH
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	GARIMA SINGH
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	GARIMA SINGH
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	14-05-2020

