

| General information about company | |
|---|-------------------------|
| Scrip code | 532411 |
| NSE Symbol | VIRESHINFO |
| MSEI Symbol | NA |
| ISIN | INE861A01058 |
| Name of the entity | MPS INFOTECNICS LIMITED |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter Type | Yearly |
| Date of Quarter Ending | 31-03-2025 |
| Type of company | Equity |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | Yes |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | Yes |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | Yes |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | Yes |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |
| Is SCORE ID Available ? | Yes |
| SCORE Registration ID | v00128 |
| Reason For No SCORE ID | |
| Type of Submission | Original |
| Remarks (website dissemination) | |
| Remarks for Exchange (not for Website Dissemination) | |

| 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 | | | | | | | No | |
| 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 |
| 1 | Mr | Peeyush Kumar Aggarwal | AACPA6470C | 00090423 | Non-Executive - Non Independent Director | Chairperson | | 06-10-1963 |
| 2 | Mr | Rachit Garg | AZSPG7226K | 07574194 | Non-Executive - Non Independent Director | Not Applicable | | 30-10-1987 |
| 3 | Mrs | Madhu Sharma | BSYPS5514G | 06947852 | Non-Executive - Independent Director | Not Applicable | | 07-01-1955 |
| 4 | Mr | Santosh Pradhan | AMMPP2548J | 00354664 | Non-Executive - Independent Director | Not Applicable | | 02-01-1970 |
| 5 | Mr | Pankaj Prasad | AAOPP7074P | 01481240 | Non-Executive - Independent Director | Not Applicable | | 21-07-1971 |

| I. Composition of Board of Directors | | | | | |
|---|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | |
| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |

| I. Composition of Board of Directors | | | | | | | | | | | | | |
|--------------------------------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------------------|-----------------------------|-----------------------------|
| Sr | 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 [with reference to proviso to regulation 17A(1) & reg. 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1 | No | | 30-09-1997 | | | 330 | 5 | 0 | 7 | 0 | | | |
| 2 | No | | 30-05-2017 | 30-09-2021 | | 94 | 2 | 0 | 2 | 1 | | | |
| 3 | Yes | 30-12-2020 | 02-03-2015 | 30-12-2020 | | 121 | 6 | 6 | 4 | 2 | | | |
| 4 | Yes | 30-12-2020 | 08-01-2020 | 30-12-2020 | | 63 | 2 | 2 | 4 | 0 | | | |
| 5 | No | | 12-08-2024 | 12-08-2024 | | 8 | 2 | 2 | 0 | 3 | | | |

| Text Block | |
|------------------------|--|
| Textual Information(1) | <p>As on 31.03.2025 the Board of Directors of the Company consists of a, 3 Independent Directors and 2 Non-Executive Non-Independent Director. The Composition of the Board of the Company consists of the following members: 1. Mr. Peeyush Kumar Aggarwal- Non-Executive & Promoter of the Company- Mr. Peeyush Kumar Aggarwal is the longest serving Director of the Company. He was appointed on the Board 03.09.1997 and has held various positions in the Company as a Board Member. His directorship is liable to retire by rotation. 2. Mr. Rachit Garg- Non-Executive and Non-Independent Director of the Company- Mr. Rachit Garg was first appointed as a Non- Executive and Non-Independent Director, liable to retire by rotation of the Company on 30th May, 2018. Mr. Rachit Garg retired on the Annual General Meeting held on 30th September, 2019, pursuant to the provisions of Sec.152(6) of the Companies act, 2013 read with Companies (Appointment and Qualifications of Directors) 2014, was re-appointed as Non-Executive and Non-Independent Director, liable to retire by rotation. Mr. Rachit Garg again retired on 30th September, 2021 and being eligible was again re-appointed in the Annual general Meeting held on 30th September, 2021. 3. Mrs. Madhu Sharma-Non-Executive and Independent Director of the Company- Mrs. Madhu Sharma was first appointed as an Independent Director of the Company in the 26th Annual General Meeting of the Company with the approval of shareholders Annual General Meeting held on September 30, 2015, for a period of five years. Further after completion of her 1st term she was re-appointed again for a 2nd Term of five years, with the approval of the shareholders in their meeting held on 30th September, 2020. 4. Mr. Santosh Pradhan-Non-Executive and Independent Director of the Company- Mr. Santosh Pradhan was appointed as an Independent Director of the Company w.e.f 8th January, 2020, with the consent of the Shareholders in their meeting held on 30th December, 2020 for a period of five years. 5. Mr. Pankaj Prasad- Non-Executive and Independent Director of the Company- Mr. Pankaj Prasad was appointed as an Independent Director of the Company in the Board Meeting held on 12th August, 2024, on the recommendation of Nomination and Remuneration Committee.</p> |

| 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 | 00354664 | Santosh Pradhan | Non-Executive - Independent Director | Member | 29-06-2023 | | |
| 3 | 00090423 | Peeyush Kumar Aggarwal | Non-Executive - Non Independent Director | Member | 14-08-2018 | | |

| 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 | 07574194 | Rachit Garg | Non-Executive - Non Independent Director | Member | 14-08-2018 | | |
| 3 | 00354664 | Santosh Pradhan | Non-Executive - Independent Director | Member | 29-06-2023 | | |

| 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 | 00354664 | Santosh Pradhan | Non-Executive - Independent Director | Member | 29-06-2023 | | |
| 3 | 00090423 | Peeyush Kumar Aggarwal | Non-Executive - Non Independent Director | Member | 14-08-2018 | | |

| 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 | 00354664 | Santosh Pradhan | Non-Executive - Independent Director | Chairperson | 29-06-2023 | | |
| 2 | 06947852 | Madhu Sharma | Non-Executive - Independent Director | Member | 17-10-2016 | | |
| 3 | 00090423 | Peeyush Kumar Aggarwal | Non-Executive - Non Independent Director | Member | 17-10-2016 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | | |
| 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 | | | | | | | | |
| Sr. No. | 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) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 14-11-2024 | | | | Yes | 5 | 5 | 3 |
| 2 | | 06-01-2025 | 52 | | Yes | 5 | 5 | 3 |
| 3 | | 12-02-2025 | 36 | | Yes | 5 | 5 | 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) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 14-11-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 12-02-2025 | 89 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Stakeholders Relationship Committee | 08-10-2024 | | | | Yes | 3 | 3 | 1 | 0 |
| 4 | Stakeholders Relationship Committee | 10-01-2025 | | | | Yes | 3 | 3 | 1 | 0 |
| 5 | Stakeholders Relationship Committee | 21-03-2025 | 69 | | | Yes | 3 | 3 | 1 | 0 |

| Annexure 1 | | |
|------------------------|---|-------------------------------|
| V. 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 1000 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 | Mrs. Garima Singh |
| 2 | Designation | Company Secretary and Compliance Officer |

| 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 LODR Regulation | | | | |
| Sr | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| As per regulation 46(2) of the LODR: | | | | |
| 1.1 | Details of business | Yes | | https://www.mpsinfotec.com/index.html |
| 1.2 | Memorandum of Association and Articles of Association | Yes | | https://www.mpsinfotec.com/investors_zone.html |
| 1.3 | Brief profile of board of directors including directorship and full-time positions in body corporates | Yes | | https://www.mpsinfotec.com/corporate_info.html |
| 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 |
| 10 | Email address for grievance redressal and other relevant details | Yes | | https://www.mpsinfotec.com/corporate_info.html |
| 11 | 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 |
| 12 | Financial results | Yes | | https://www.mpsinfotec.com/investors_zone.html |
| 13 | Shareholding pattern | Yes | | https://www.mpsinfotec.com/quarterly.html |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |

| 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 LODR Regulation | | | |
| Sr | | | |
| | As per regulation 46(2) of the LODR: | | |
| 15.1 | (I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. | NA | |
| 15.2 | Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | NA | |
| 16 | New name and the old name of the listed entity | NA | |
| 17 | Advertisements as per regulation 47 (1) | Yes | https://www.mpsinfotec.com/newsroom.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 | Secretarial Compliance Report | Yes | https://www.mpsinfotec.com/annually.html |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | https://www.mpsinfotec.com/investors_zone.html |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | https://www.mpsinfotec.com/corporate_info.html |
| 23 | Disclosures under regulation 30(8) | Yes | https://www.mpsinfotec.com/investors_zone.html |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | |
| 25 | Dividend Distribution policy as per Regulation 43A(1) | NA | |
| 26.1 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | https://www.mpsinfotec.com/annually.html |
| 26.2 | Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021 | NA | |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | https://www.mpsinfotec.com/investors_zone.html |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | https://www.mpsinfotec.com/index.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) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | 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) | NA | |
| 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) | Yes | |
| 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 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes | |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | 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 | Role of Nomination and Remuneration Committee | 19(4) | Yes | |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes | |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 26 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | NA | |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | NA | |
| 29 | Vigil Mechanism | 22 | Yes | |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (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. |
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA | |
| 32 | Approval for material related party transactions | 23(4) | Yes | |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4), (5) & (6) | NA | |
| 36 | Alternate Director to Independent Director | 25(1) | NA | |
| 37 | Maximum Tenure | 25(2) | Yes | |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | Yes | |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 40 | Familiarization of independent directors | 25(7) | 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. |
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 42 | Directors and Officers insurance | 25(10) | NA | |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | Yes | |
| 44 | Memberships in Committees | 26(1) | Yes | |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 47 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | Yes | |
| 48 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2), 26A(3) | Yes | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | Mrs. 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 | Mrs. Garima Singh |
| 2 | Designation | Company Secretary and Compliance Officer |

| Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings) | | | |
|---|---|--|--|
| Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc. | | | Textual Information(1) |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc. Refer note below | | | |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0 | 0 | |
| Promoter Group or any other entity controlled by them | 0 | 0 | |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | |
| KMPs or any other entity controlled by them | 0 | 0 | |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | NA | 0 | 0 |
| Promoter Group or any other entity controlled by them | NA | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | NA | 0 | 0 |
| KMPs or any other entity controlled by them | NA | 0 | 0 |
| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by | | | |
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | NA | 0 | 0 |
| Promoter Group or any other entity controlled by them | NA | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | NA | 0 | 0 |
| KMPs or any other entity controlled by them | NA | 0 | 0 |
| (D) Additional Information | | | Textual Information(2) |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | Yes | Textual Information(3) |
| Name | Mrs. Sanjay Sharma | | |
| Designation | CFO | | |
| Place | New Delhi | | |
| Date | 22-04-2025 | | |

| Details of Cyber security incidence | | |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Mrs. Garima Singh |
| Designation of person | Company Secretary and Compliance Officer |
| Place | New Delhi |
| Date | 22-04-2025 |

| Investor Grievance Details | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 1 |
| No. of investor complaints disposed off during the Quarter | 1 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

| Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: | | | | | |
|---|--|---------------------|---|---|--|
| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies | | | | | Textual Information(1) |
| Sr. No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| 1 | Axis Convergence Inc. Mauritius | 29-08-2012 | 100 | 0 | 100 |
| 2 | Greenwire Network Limited | 29-08-2012 | 100 | 0 | 100 |
| 3 | Opentech Thai Network Specialists Co. Limited | 16-07-2003 | 99.99 | 0 | 99.99 |

| Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block | |
|--|---|
| Textual Information(1) | M/s. Axis Convergence Inc and M/s. Greenwire Network Private Limited were subsidiaries of M/s. Axis Convergence Private Limited. In 2012 Ms/. Axis Convergence Private Limited was merged with M/s. Visesh Infotecnic Limited vide order of Honble High Court of Delhi dated 20.07.2012and the same being effective from 29.08.2012. Pursuant to merger all the assets including subsidiaries i.e., M/s. Axis Convergence Inc and M/s. Greenwire Network Private Limited got transferred in the name of M/s. Visesh Infotecnic Limited. |

| <p align="center">Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</p> | | | | | |
|---|--|--|--|--|--|
| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
| Sr. No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| 1 | National Stock Exchange of India Limited and BSE Limited | Freezing of D-mat accounts of Promoters | 01-12-2022 | Freezing of D-mats accounts due to non-payment of Annual Listing Fees for the FY 2022-23, 2023-24 and 2024-25. | No impact since provisions for listing fees has already been made in the books of accounts. Since there is delay in payment of Annual Listing Fees, payment of ALF attracts interest @12% p.a. by BSE and 18% by NSE is levied by the Stock Exchange. Provision for which has not been made. The Company proposes to make an application for waiver of interest as and when the ALF is paid. |
| 2 | National Stock Exchange of India Limited and BSE Limited | Suspension of Trading in the securities of the Company | 01-12-2023 | Suspension of trading due to non-compliance with reg. 31(1) (b) i.e., non-submission of shareholding pattern for the Quarter Ended 30-09-2023, 31-12-2023,31-03-2024,30-06-2024,30-09-2024,31-12-2024. | The non-compliance with the Regulation 31(1)(b) of SEBI (LODR) 2015, attracts penalty of Rs. 2000/- per day. The Company has not made any provision to the extent of penalty amounting to Rs.51,24,000/-. Since non-submission of SHP is due to BenPos being blocked by the Depositories and the Company has filed writ petition before the Hon'ble Delhi high Court vide diary no. E-6124659/20245 dated 18.12.2024 and the same is under consideration by the Hon'ble Court. |
| 3 | National Stock | Suspension of Trading in the | 25-01-2024 | Suspension of trading due to non-submission of Annual Report for the FY 2022-23 and 2023-24 pursuant to the Reg. | The non-compliance with |

| | | | | | |
|---|---|---|------------|---|---|
| | Exchange of India Limited and BSE Limited | securities of the Company | | 34 of the SEBI Listing Regulations. | the Regulation 34 of SEBI (LODR) 2015, attracts penalty of Rs. 2000/- per day. Since non-submission of SHP is due to BenPos being blocked by the Depositories and the Company has filed writ petition before the Hon'ble Delhi high Court vide diary no. E-6124659/20245 dated 18.12.2024 and the same is under consideration by the Hon'ble Court. Till 31.12.2024 to the extent of Rs. 14,54,000/- , the losses of the Company are understated. |
| 4 | Securities and Exchange Board of India | Penalty of Rs.10,00,00,000/- (Rupees Ten Crore only) was imposed on the Company. Against the order of SEBI, the Company had filed an appeal before the Hon'ble Securities Appellate Tribunal. The Hon'ble Tribunal vide order dated 27.09.2023 dismissed the appeal but has reduced the penalty from Rs. 10 Crore to Rs. 25 Lacs. Special Leave Petition filed against SAT order dismissed by Hon'ble Supreme Court of India. Review Petition also dismissed by Hon'ble Supreme Court. The Company is in the process of filing curative petition before the Hon'ble Supreme Court of India. | 16-03-2020 | Observations by SEBI after conducting an investigation to ascertain whether Global Depository Receipts (GDRs) of Company were issued with proper consideration and procedures prescribed. Due to non-payment of penalty, the Bank accounts of the Company have been frozen by SEBI. | Penalty of Rs. 25,00,000/- already accounted for in the books of accounts, however, interest @12% has not been booked. There will be an impact of approx. Rs.13,25,000/- (interest calculated till March 2025) in the financial results of the Company. |

| Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below: | | | | |
|---|--|--|--|--|
| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes | | | | |
| Sr. No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| 1 | Assessment Year 2018-19 (Financial Year 2017-18) | 26-03-2023 | Appeal Filed before CIT Appeals 05-04-2023 | Pleadings complete, written arguments submitted, now pending for orders. |
| 2 | Income Tax Department (Assessment Year 2021-22) | 15-03-2025 | Show Cause Notice received from Income Tax Department alleged that SEBI has impsed a penalty of Rs.10,00,00,000/- in respect of violation of PF under Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market Regulations, 2003, which appears to have escaped assessment for the A>Y. 2021-22 which needs to be brought to tax by issuing notice u/s 148 of the Income Tax Act, 1961 and show cause as to why proceedings u/s 148 of the Income Tax Act, 1961, may not be initiated to bring the tax and the above said amount of Rs. 10,00,00,000/- for A.Y. 2021-22. | The Company has filed a reply/written submissions along with necessary documents with the Income Tax Department on 26.03.2025. |

