



# MPS PHARMAA LIMITED

(FORMERLY ADVIK LABORATORIES LIMITED)

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**Dated: 21.10.2023**

**To,  
The Manager (Listing),  
BSE Limited,  
1st Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400001**

**Subject: Submission of Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2023**

**Ref: BSE Scrip Code– 531686; ASE Scrip Code– 01636 (ADVIK LABO)**

**Dear Sir,**

Please find enclosed herewith the Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2023 in the prescribed format as per the requirements of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

We hope that you will find the above in order.

This is for your information and records please.

Thanking You.

**Yours Faithfully,  
For MPS Pharmaa Limited  
(Formerly known as Advik laboratories Limited )**

**POOJA CHUNI** Digitally signed by POOJA CHUNI  
Date: 2023.10.21 13:59:29 +05'30'

**Pooja Chuni  
Company Secretary**

**CC:**

**The Manager (Listing)  
Ahmedabad Stock Exchange Ltd.,  
1st Floor, Kamdhenu Complex,  
Opp. Sahajanand College, Panjarapole,  
Ambawadi, Ahmedabad - 380015**

**Encl : As Above**

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**CIN No. : L74899HR1994PLC038300**

**Corporate Office : 703, Arunachal building 19, Barakhamba Road, Connaught Place, New Delhi 110001**

**Phones: 011-42424884, 43571040-45, Fax: 011-43571047**

**Regd. Office & Factory: 138. ROZ-Ka Meo Industrial Area, Sohna - 122103 (Distt.Mewat), Haryana  
Phones: 0124-2362471 Email:info@mpspharmaa.com Website: www.mpspharmaa.com**

<b>General information about company</b>	
Scrip code	531686
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE537C01019
Name of the entity	MPS Pharmaa Limited( Formerly Advik Laboratories Limited)
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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
1	Mr	PEEYUSH KUMAR AGGARWAL	AACPA6470C	00090423	Executive Director	Chairperson related to Promoter	MD	06-10-1963
2	Mr	AJAY SHARMA	APDPS0032C	03344008	Non-Executive - Independent Director	Not Applicable		02-05-1973
3	Mrs	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1955
4	Mr	RAM NIWAS SHARMA	AQDPS7567H	08427985	Non-Executive - Non Independent Director	Not Applicable		10-05-1972
5	Mr	MANOJ KUMAR JAIN	BZGPK6177A	01887411	Non-Executive - Independent Director	Not Applicable		07-01-1966

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
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) & 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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		31-07-2013	29-09-2023			3	0	6	0		
2	NA		13-07-2023	29-09-2023		60	3	3	1	4		
3	NA		31-01-2017	31-01-2022		60	6	5	6	2		
4	NA		23-08-2019	29-09-2022			2	0	0	1		
5	NA		26-12-2013	25-09-2019	04-07-2023	60	2	2	2	4		

<b>Text Block</b>	
Textual Information(1)	<p>Mr. Peeyush Kumar Aggarwal was appointed as a Non-Executive Director liable to retire by rotation on 31-07-2013. Further the Board of Directors of the company in its meeting held on 23-08-2019 recommended to re-designate Mr. Peeyush Kumar Aggarwal as the Managing Director of the Company, and seeked the approval of the shareholders at the 25th AGM of the company held on 25-09-2019. The resolution for appointment of Mr. Peeyush Kumar Aggarwal as the Managing Director of the Company was duly passed by the shareholders by requisite majority in the Annual General Meeting of the company held on 25.09.2019. In the AGM held on 29-09-2023 he was reappointed as a Director liable to retire by rotation.</p> <p>Mr. Ajay Sharma was appointed as an Additional Director categorised as an Independent Director of the Company w.e.f. 13-07-2023 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the ensuing AGM. He was appointed as an Independent Director of the Company by the shareholders of the company for a period of 5 years in the AGM held on 29-09-2023.</p> <p>Ms. Madhu Sharma was initially appointed on 31.01.2017 as an Additional Director categorised as an Independent Director of the Company. She was further regularised as an Independent Director of the Company by the shareholders in the Annual General Meeting held on 29.09.2017. She was reappointed in the AGM held on 29-09-2021 as an Independent Director of the Company, for a second term of Five (5) years i.e. w.e.f. 31st January, 2022 up to 30th January, 2027.</p> <p>Mr. Ram Niwas Sharma was appointed as the Additional Director of the company in the meeting of the Board of Directors held on 23.08.2019. Further he was re-appointed as the Director of the company, liable to retire by rotation in the Annual General Meeting of the company held on 29.09.2022.</p> <p>Mr Manoj Kumar Jain, Independent Director of the company, resigned w.e.f 04-07-2023.</p> <p>Pursuant to the resignation of Mr Manoj Kumar Jain, the committees have been reconstituted by the Board on 13-07-2023 and following changes were made:</p> <p>Mrs Madhu Sharma was designated as the Chairperson of Audit Committee and Mr Ajay Sharma was appointed as the member of Audit Committee.</p> <p>Further, Mr Ajay Sharma was also appointed as the member &amp; Chairperson of the Nomination and Remuneration Committee.</p> <p>Mr Ram Niwas Sharma is inducted as a member &amp; Chairperson of Stakeholder Relationship Committee on 13-07-2023.</p> <p>The Committee details of Mr Manoj Kumar Jain is an the date of his resignation i.e. on 04-07-2023.</p> <p>The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015</p>

<b>Audit Committee Details</b>							
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	04-02-2017		
2	00090423	PEEYUSH KUMAR AGGARWAL	Executive Director	Member	23-04-2019		
3	03344008	AJAY SHARMA	Non-Executive - Independent Director	Member	13-07-2023		
4	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Chairperson	03-11-2016	04-07-2023	

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	03344008	AJAY SHARMA	Non-Executive - Independent Director	Chairperson	13-07-2023		
2	08427985	RAM NIWAS SHARMA	Non-Executive - Non Independent Director	Member	23-08-2019		
3	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	31-01-2017		
4	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Chairperson	03-11-2016	04-07-2023	



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	08427985	RAM NIWAS SHARMA	Non-Executive - Non Independent Director	Chairperson	13-07-2023		
2	01887411	MANOJ KUMAR JAIN	Non-Executive - Independent Director	Chairperson	04-02-2017	04-07-2023	
3	00090423	PEEYUSH KUMAR AGGARWAL	Executive Director	Member	23-04-2019		
4	06947852	MADHU SHARMA	Non-Executive - Independent Director	Member	01-04-2018		

<b>Risk Management Committee</b>							
Whether the Risk Management 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

<b>Corporate Social Responsibility Committee</b>							
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

<b>Other Committee</b>						
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	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	29-05-2023				Yes	4	4	2
2		13-07-2023	44		Yes	4	3	1
3		12-08-2023	29		Yes	4	4	2
4		29-08-2023	16		Yes	4	4	2

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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	29-05-2023				Yes	3	3	2	0
2	Audit Committee	12-08-2023	74			Yes	3	3	2	0
3	Audit Committee	28-08-2023	15			Yes	3	3	2	0
4	Nomination and remuneration committee	29-05-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	04-07-2023	35			Yes	3	3	2	0
6	Nomination and remuneration committee	28-08-2023	54			Yes	3	3	2	0

## Annexure 1

## IV. Meeting of Committees

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)
7	Stakeholders Relationship Committee	08-04-2023				Yes	3	3	2	0
8	Stakeholders Relationship Committee	04-07-2023	86			Yes	3	3	2	0
9	Stakeholders Relationship Committee	28-08-2023	54			Yes	3	3	1	0

<b>Text Block</b>	
Textual Information(1)	<p>1 .The members present at the meeting of the Audit Committee held on 29-05-2023 are:</p> <p>(a) Mr. Manoj Kumar Jain (Chairman)</p> <p>(b) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>The members present at the meeting of the Audit Committee held on and 13-07-2023 and 29-08-2023 are:</p> <p>(a) Ms. Madhu Sharma(Chairman)</p> <p>(b) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>(c) Mr. Ajay Sharma (Member)</p> <p>2. The members present at the meeting of the Nomination Remuneration Committee held on 29-05-2023 are:</p> <p>(a) Mr. Manoj Kumar Jain (Chairman)</p> <p>(b) Mr. Ram Niwas Sharma (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>The members present at the meeting of the Nomination Remuneration Committee held on 13-07-2023 and 29-08-2023 are:</p> <p>(a) Mr. Ajay Sharma (Chairman)</p> <p>(b) Mr. Ram Niwas Sharma (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>3. The members present at the meeting of the Stakeholders Relationship Committee held on 08-04-2023 are</p> <p>(a) Mr. Manoj Kumar Jain (Chairman)</p> <p>(b) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>The members present at the meeting of the Stakeholders Relationship Committee held on 08-07-2023 and 29-08-2023 are</p> <p>(a) Mr. Ram Niwas Sharma (Chairman)</p> <p>(b) Mr. Peeyush Kumar Aggarwal (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p>



<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	At the 29th Annual General Meeting of the Company held on Friday, September 29, 2023, the Company has obtained the approval of Members for Material Related Party Transactions covered under Item No. 3 of the Notice (dated August 29, 2023) of the Annual General Meeting.

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Pooja Chuni
2	Designation	Company Secretary and Compliance Officer

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	The company has no subsidiary company.

<b>Annexure III</b>		
1	Name of signatory	POOJA CHUNI
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(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	60000	60000	
<b>(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</b>			
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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(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</b>			
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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
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	MANOJ KUMAR BHATIA		
Designation	CFO		
Place	NEW DELHI		
Date	20-10-2023		



<b>Text Block</b>	
Textual Information(1)	The company has not given any loan or other form of debt, any guarantee/comfort letter or any security either directly or indirectly in connection with loan availed, if any, by any of the persons mentioned herein
Textual Information(2)	The advance salary of Rs. 60,000/- given to Mr Manoj Kumar Bhatia, Chief Financial Officer of the company is in accordance with the conditions of service applicable to employees and is also in accordance with the remuneration policy of the company.

<b>Details of Cyber security incidence</b>	
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

<b>Signatory Details</b>	
Name of signatory	POOJA CHUNI
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	20-10-2023

