

**VIRESH INFOTECNICS LIMITED**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of the Company will be held on Friday, the 21<sup>st</sup> day of December 2012 at 10.00 A.M., at the Auditorium at Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019 to transact the following business:

**SPECIAL BUSINESS**

- 1. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION.**

**“RESOLVED THAT** pursuant to the provisions of Section 94(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with Articles of Association of the Company, subject to the approval of Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) and such other authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for subdividing the Equity Shares of the Company, including the Paid-up Shares, such that, each existing Equity share of nominal value of Rs.10/-each be sub-divided into 10 (Ten) Equity Shares of nominal value of Re.1/- each, and consequently, the Authorized Share Capital of Rs. 343,13,50,000/- (Rupees Three Hundred Forty Three Crores Thirteen Lacs and Fifty Thousand only) would comprise of 343,13,50,000 (Three Hundred Forty Three Crores Thirteen Lacs and Fifty Thousand) Equity Shares of Re.1/-each, with effect from the ‘Record date’ to be determined by the Board for this purpose”.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company shall stand altered as:

“The Authorized Share Capital of the Company is Rs. 343,13,50,000/-(Rupees Three Hundred Forty Three Crores Thirteen Lacs Fifty Thousand Only), divided into 343,13,50,000 (Three Hundred Forty Three Crores Thirteen Lacs Fifty Thousand), equity shares of Re. 1/- each.”

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity shares of the Company, each existing Paid-up Equity Share of the Company of the nominal value of Rs.10/-each, as existing on the Record Date, shall stand sub-divided into 10 (Ten) Equity shares of nominal value of Re.1/- each fully paid-up, with effect from the Record Date.”

**RESOLVED FURTHER THAT** the existing physical share certificates in relation to the issued Equity Shares of the Company be cancelled and the Board be and is hereby authorised to recall the same from the Shareholders, if necessary and to issue new share certificates in lieu thereof, with regard to the sub-divided Equity Shares in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 and in case of members who hold the Equity Shares opt to receive the sub-divided Equity Shares, in dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary account of the members, with their respective Depository participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares”.

**RESOLVED FURTHER THAT** Mr. Karun Jain, Executive Director of the Company or Ms Rita Dedhwal, Company Secretary of the Company be and are hereby jointly and /or severally authorized to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in this regard.

**Place: New Delhi  
Date: 21.11.2012**

**By order of the Board  
Sd/-  
Rita Dedhwal  
Company Secretary**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of item no. 1 is annexed hereto.
3. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the Meeting will not be allowed without the production of the attendance slip duly signed. Members, whose shares are in the dematerialized form, are requested to bring their Depository Account Number for Identification.

**Explanatory Statement for split of shares/sub-division of Face value of Equity Shares and Alteration of Clause V of Memorandum of Association pursuant to section 173(2) of the Companies Act, 1956.**

**Item No.1:** In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Board of Directors at its meeting held on 21.11.2011, has approved the proposal for sub-division (stock split) of each Equity Share of the Company having a face value of Rs.10/- each into 10 Equity Shares of the Face value of Re.1/-each, subject to the approval of shareholders and all statutory authorities concerned.

The Company's Equity Shares are listed on BSE & NSE and GDR's are admitted on Singapore Stock Exchange (SGX). The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors.

As per the provisions of Section 94 of the Companies Act, 1956, approval of the Shareholders is required for sub-division of shares. Further approval is also being sought for alteration in Clause V of Memorandum of Association of the Company, pursuant to sub-division. Hence, the said resolution, as set out under Item No.1 of the Notice, is hereby recommended for your approval.

None of the Directors of the Company is concerned or interested in the said resolution.

**Place: New Delhi**

**Date: 21.11.2012**

**By order of the Board**

**Sd/-**

**Rita Dedhwal**

**Company Secretary**

**VISESH INFOTECNICS LTD.**

Registered Office: 508 Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001

ATTENDANCE SLIP : Extra Ordinary General Meeting

**To be handed over at the entrance of the meeting venue.**

Name of the attending member (In block letters) \_\_\_\_\_

Name of the proxy (in block letters to be filled in by Proxy attending instead of the member) \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Ledger Folio No. \_\_\_\_\_

Dp. Id No.\* \_\_\_\_\_

Client Id:\* \_\_\_\_\_

I hereby record my presence at the Extra Ordinary General Meeting on Friday the 21<sup>st</sup> day of December, 2012, at 10.00 A.M. at Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park New Delhi-110019

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature

Shareholders/proxies are requested to bring the attendance slip with them. Duplicate slips will not be issued.

\*Applicable for investors holding shares in electronic form.

\*\* ABOVE SIGNATURES SHOULD TALLY WITH THE SPECIMEN SIGNATURES REGISTERED WITH THE COMPANY

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**VISESH INFOTECNICS LTD.**

Registered Office: 508 Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001

**PROXY FORM**

I/we \_\_\_\_\_ of \_\_\_\_\_  
being a member/Members of Visesesh Infotecnics Ltd. hereby Appoint \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me /us on my/our behalf at the Extra Ordinary General Meeting on Friday the 21<sup>st</sup> day of December, 2012, at 10.00 A.M. at Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park New Delhi-110019

No. of shares held: \_\_\_\_\_

Ledger Folio No. \_\_\_\_\_

Dp. Id No.\* \_\_\_\_\_

Client Id:\* \_\_\_\_\_

Signature:

Date:

Affix ' 1  
Revenue  
Stamp

Note: The Proxy form duly signed by the member(s) across ' 1/- revenue stamp should reach the Company's registered office not less than 48 hours before the meeting i.e. latest 19th of December 2012 before 10.00 a.m. Proxy need not be a member of the company.

\*Applicable for investors holding shares in electronic form.

**EATABLES, BRIEF CASES AND HAND BAGS WILL NOT BE ALLOWED TO BE CARRIED INSIDE THE MEETING HALL.**