

WISESH INFOTECNICS LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of VISESH INFOTECNICS LIMITED will be held on Friday, the 22nd day of February, 2013, 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 businesses:-

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to Section 94 of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 343,13,50,000 divided into 343,13,50,000 equity shares of Re.1 (Rupee One) each to Rs. 457,53,50,000 divided into 457,53,50,000 equity shares of Re.1/- (Rupee One) each.

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

"The Authorised Share Capital of the Company is Rs. 457,53,50,000 (Rupees Four Hundred Fifty Seven Crores Fifty Three Lacs and Fifty Thousand only) divided into 457,53,50,000 (Four Hundred Fifty Seven Crores Fifty Three Lacs and Fifty Thousand) equity shares of Re.1/- (Rupee One) each."

2. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof, the provisions of the Articles of Association of the Company and recommendation of the Board of Directors, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the Guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of Members, be and is hereby accorded to the Board of Directors of the Company ("the Board") for capitalization of sum to the extent of Rs. 114,37,68,684 standing to the credit of the Capital Reserve, Securities Premium Account, General Reserves and Profit & Loss Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus Shares of Re.1/- (Rupee One) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board for the purpose, in the proportion of 1 (One) Bonus Equity Share of Re.1/- (Rupee One) each for every 3 (Three) fully paid-up Equity Share of Re.1/- (Rupee One) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT no fractional entitlement shall be allotted to the Members and all fractional entitlements remaining after allotment of Bonus Shares as aforesaid shall be consolidated into fully paid up bonus shares, rounded off to the next whole number, and shall be allotted to Mr. Ashutosh Gupta, Advocate nominated by the Board as an Independent Trustee for those shareholders who are entitled to fractional entitlements of bonus shares and the said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors and / or distribution of net sale proceeds in respect of fractions to which such Members may be entitled shall be subject to the compliance under the applicable regulations under the Foreign Exchange Management Act, 1999, if required;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Karun Jain, Executive Director of the Company and/or Ms. Rita Dedhwal, Company Secretary of the Company be and are hereby jointly/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: 21st January, 2013

By Order of the Board
Sd/-
RITA DEDHWAL
COMPANY SECRETARY

NOTES:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME OF THE EXTRA ORDINARY GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**
2. Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business as set out above 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 dematerialized form, are requested to bring their Depository Account Number for Identification.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

The present Authorised Share Capital of the Company is Rs.343,13,50,000 divided into 343,13,50,000 equity shares of Re.1 (Rupee One) each. It is proposed to increase the Authorised Share Capital to Rs. 457,53,50,000 divided into 457,53,50,000 equity shares of Re.1/- (Rupee One) each.

The increase in the Authorised Share Capital will enable the Company to issue Bonus Shares in terms of the recommendations of the Board placed at Item No. 2 before this meeting.

The interest of the Directors of your Company is limited only to the extent of their shareholding.

The Board of Directors commends the resolution for approval of the shareholders.

ITEM NO. 2

The present level of Reserves & Surplus of your Company is nearly 0.37 times of the Paid-up Equity Capital of the Company. Considering this position of Reserves and Surplus, your Directors propose to issue 1 (one) Bonus Equity Share of Re. 1/- each for every 3 (three) fully-paid up Equity Shares of Re. 1/- each held. Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, in the proportion of one new equity share for every three existing equity share held by them respectively on the Record Date. Any fractional entitlement arising out of the issue and allotment of the Bonus Shares shall be consolidated into fully paid up bonus shares which shall be allotted to Mr. Ashutosh Gupta, Advocate nominated by the Board as an Independent Trustee for those shareholders who are entitled to fractional entitlements of bonus shares. If any fractional entitlement arises while allotting the shares to the Trustee, the same shall be rounded off to the next whole number. The said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

In terms of Article of Association of the Company, any capitalization of Reserves will require the approval of shareholders to be obtained by way of an ordinary resolution. Accordingly, the Board recommends the said resolution as set out at Item No. 2 for approval of the shareholders.

None of the Directors of your Company is deemed to be interested or concerned in this resolution except to the extent of his shareholding in the Company and entitlement to receive bonus shares in the said proportion of his holdings on the record date.

Place: New Delhi
Date: 21st January, 2013

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 : EXTRAORDINARY 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 Extraordinary General Meeting on Friday, the 22nd day of February, 2013, 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 the shareholders 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 : EXTRAORDINARY ANNUAL GENERAL MEETING

I/We _____ resident of _____ being a member / members of Visesh Infotecnics Ltd. hereby appoint _____ resident of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting on Friday, 22nd day of February 2013 at 10.00 A.M. at Auditorium, at 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 20th of February 2013 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.