

VIRESH INFOTECNICS LTD.



An ISO 9001 : 2008 Company
703, Arunachal Building, 19 Barakhamba Road,
New Delhi-1, Ph.: 011-43070989 Fax : 011-43070989
E-mail : info@vireshinfo.com

Through: Courier /email

Ref.: VIL/SEC/2014-15

December 31, 2014

To,
The Manager – Listing,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra,
Kurla Complex (E)
Mumbai-400051.
NSE Symbol: VIRESHINFO

The Manager- Listing
Bombay Stock Exchange limited,
Floor 25, P J Towers,
Dalal Street, Mumbai –400001
BSE Scrip Code – 532411

Sub.: Disclosure of Voting Result of the 25th Annual General Meeting of the Company held on December 30, 2014 as per the requirement of Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to Clause 35A of the Listing agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per format prescribed under the said clause:

Details of Voting Results

Date of AGM	30 th December 2014
Total number of Shareholders on record dated Cut-off date for e-voting: 28 th November 2014	Equity Shareholders: 21948
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoter & Promoter Group	7
- Public	101

Agenda-wise

S.No	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Adoption of Audited Balance Sheet of the Company as at 31 st March 2014 and the audited Profit & Loss account for the period ended on that date along with Consolidated financial accounts and the reports of the auditors and Directors' thereon	Ordinary	e-voting and polling	The resolution was passed with requisite majority

Corporate Office : B-55 Sector 65, Noida (UP)- 201301
Ph: +91-0120-4713900, Fax:+91-0120-4324040



2	Appointment of Statutory Auditors and fixing their remuneration	Ordinary	e-voting and polling	The resolution was passed with requisite majority
3	Appointment of Mr. Brahm Dutt Sharma (DIN No. 02157681 as an Independent Director for a period of 5 years.	Ordinary	e-voting and polling	The resolution was passed with requisite majority
4	Appointment of Mr. Manoj Kumar Jain (DIN No. 02573858 as an Independent Director for a period of 5 years	Ordinary	e-voting and polling	The resolution was passed with requisite majority

The scrutinizer's reports are enclosed herewith.

The voting details are also enclosed herewith in the prescribed format.

This may also be considered as compliance of clause 31(d) of the listing agreement.

Thanking you,

Yours faithfully,

For Visesh Infotecnics Limited

Karun Jain
Executive Director
DIN: 00077035



Details of reporting as per Clause 35A of the Listing Agreement based on results of voting at the 25th Annual General Meeting held on 30th December 2014

Resolution No. 1									
Particulars	No. of Shares held	No. of Votes Polled	%age of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	%age of Votes in favour polled	%age of Votes in votes against polled	%age of Votes of	%age of Votes of
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
1 Promoter and Promoter Group	1746534227	1746534227	100.00%	1746534227	0	100.00%	0	0	0
2 Public - Institutional Holders	46796750	0	0%	0	0	0	0	0	0
3 Public - Others	1981105678	192879657	9.74%	192848177	31480	99.98%	0.02%	0.02%	0
Grand Total	3774436655	1939413884	51.38%	1939382404	31480	99.998%	0.002%	0.002%	0

Resolution No. 2									
Particulars	No. of Shares held	No. of Votes Polled	%age of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	%age of Votes in favour polled	%age of Votes in votes against polled	%age of Votes of	%age of Votes of
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
1 Promoter and Promoter Group	1746534227	1746534227	100.00%	1746534227	0	100.00%	0	0	0
2 Public - Institutional Holders	46796750	0	0%	0	0	0	0	0	0
3 Public - Others	1981105678	192879657	9.74%	192848177	31480	99.98%	0.02%	0.02%	0
Grand Total	3774436655	1939413884	51.38%	1939382404	31480	99.998%	0.002%	0.002%	0

Resolution No. 3									
Particulars	No. of Shares held	No. of Votes Polled	%age of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	%age of Votes in favour polled	%age of Votes in votes against polled	%age of Votes of	%age of Votes of
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
1 Promoter and Promoter Group	1746534227	1746534227	100.00%	1746534227	0	100.00%	0	0%	0%
2 Public - Institutional Holders	46796750	0	0%	0	0	0%	0	0%	0%
3 Public - Others	1981105678	192879657	9.74%	192879657	0	100.00%	0	0.00%	0.00%
Grand Total	3774436655	1939413884	51.38%	1939413884	0	100.000%	0	0.000%	0.000%

Resolution No. 4									
Particulars	No. of Shares held	No. of Votes Polled	%age of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	%age of Votes in favour polled	%age of Votes in votes against polled	%age of Votes of	%age of Votes of
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
1 Promoter and Promoter Group	1746534227	1746534227	100.00%	1746534227	0	100.00%	0	0	0
2 Public - Institutional Holders	46796750	0	0%	0	0	0	0	0	0
3 Public - Others	1981105678	192879657	9.74%	192848177	31480	99.98%	0.02%	0.02%	0
Grand Total	3774436655	1939413884	51.38%	1939382404	31480	99.998%	0.002%	0.002%	0



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
M/s Visesh Infotecnics Limited
703, Arunachal Building,
19, Barakhamba Road,
New Delhi 110001

Annual General Meeting of the Equity Shareholders of **Visesh Infotecnics Limited** held on
TUESDAY, December 30, 2014 at the Auditorium, Bipin Chandra Pal Memorial Trust, A-81,
Chitranjan Park, New Delhi 110019.

Dear Sir,

I, ASHISH KUMAR FRIENDS, appointed as scrutinizer(s) for the purpose of poll taken on the below
mentioned resolution(s), at the Annual General Meeting of the Equity shareholders of M/s Visesh
Infotecnics Limited held on TUESDAY, December 30, 2014 at 10:30 AM at the Auditorium, Bipin
Chandra Pal Memorial Trust, A-81, Chitranjan Park, New Delhi 110019, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) - ballot box kept for
polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two
witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with
the records maintained by the Company and the authorization / proxies lodged with the
Company.
3. The poll papers which were incomplete and/ or which were otherwise found defective have
been treated as invalid and kept separately.

The result of the poll is as under:

(A) As an Ordinary Resolution-Item No. 1. Passed with requisite majority

To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss
for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast



(i) Voted in favour of the resolution	45	1058371384	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	

(B) As an Ordinary Resolution-Item No. 2. Passed with requisite majority

Appointment of M/s RMA & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	45	1058371384	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	

(C) As an Ordinary Resolution-Item No. 3. Passed with requisite majority

Appointment of Mr. BrahmDutt Sharma (DIN 02157681) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.

	Number of members	Number of Votes Cast by them	% of total no. of valid votes cast



	<i>Present And Voting (in Person or by proxy)</i>		
<i>(i) Voted in favour of the resolution</i>	45	1058371384	100
<i>(ii) Voted against the resolution</i>	0	0	0
	<i>Total number of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>	
<i>(iii) Invalid votes</i>	Nil	Nil	

(D) As Ordinary Resolution-Item No. 4 Passed with requisite majority

Appointment of Mr. Manoj Kumar Jain (DIN 02573858), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting

	<i>Number of members Present And Voting (in Person or by proxy)</i>	<i>Number of Votes Cast by them</i>	<i>% of total no. of valid votes cast</i>
<i>(i) Voted in favour of the resolution</i>	45	1058371384	100
<i>(ii) Voted against the resolution</i>	0	0	0
	<i>Total number of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>	
<i>(iii) Invalid votes</i>	Nil	Nil	

5. A Compact Disc Containing a List of Equity shareholder who Voted "For" & Against and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other records were sealed and handed over to the ~~Company Secretary~~ / Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

For A.K. FRIENDS & CO.

Ashish

Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

PLACE: New Delhi

DATED:30/12/2014

Witness 1

Witness 2

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
VISESH INFOTECNICS LIMITED**

To
The Chairman
M/s VISESH INFOTECNICS LIMITED
703, Arunachal Building,
19, Barakhamba Road,
New Delhi 110001

25TH Annual General Meeting of the Equity Shareholders of VISESH INFOTECNICS LIMITED held on Tuesday, December 30, 2014 at 10.00 A.M at the Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chitranjan Park, New Delhi 110019.

Subject: - Passing of Resolution through electronic AND poll conducted at the AGM of M/s VISESH INFOTECNICS LIMITED held on 30th December 2014.

The Board of the Company had appointed me as a Scrutinizer for the e-voting held between December 22, 2014 at 10:00 A.M. to December 24, 2014 at 6:00 P.M. and for the poll held at the AGM of the Company on the December 30, 2014

The Company has appointed Central Depositories Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from December 22, 2014 at 1000 A.M. to December 24, 2014 at 06:00 P.M. The e-voting results were unblocked by me on December 26, 2014 in the presence of two witnesses.

At the 25th AGM of the Company held on December 30, 2014, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

Number of members who cast their votes through e-voting	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution(s) mentioned hereunder
63	881074040	Mentioned under each of the Resolution



Item no of Notice	Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	881,042,580	99.99%	31,460	00.01%	Nil	Nil
	Poll	1058,371,304	100	Nil	Nil	Nil	Nil
	Total	1939,413,884	100	31,460	0.002%	Nil	Nil
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	881,042,580	99.99%	31,460	00.01%	Nil	Nil
	Poll	1058,371,304	100	Nil	Nil	Nil	Nil
	Total	1939,413,884	100	31,460	0.002%	Nil	Nil
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	881,042,580	100%	Nil	Nil	Nil	Nil
	Poll	1058,371,304	100	Nil	Nil	Nil	Nil
	Total	1939,413,884	100	Nil	Nil	Nil	Nil
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	881,042,580	99.99%	31,460	00.01%	Nil	Nil
	Poll	1058,371,304	100	Nil	Nil	Nil	Nil
	Total	1939,413,884	100	31,460	0.002%	Nil	Nil

All the Resolutions stands passed under E-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the Votes cast through e-Voting and poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you

Yours faithfully,

For A.K. FRIENDS & CO.

Ashish Kumar Friends
 Ashish Kumar Friends
 Practising Company Secretary
 C.P. No.-4056, Mem No.-FCS-5129

Place: New Delhi

Dated: 30/12/2014

Scrutinizer's Report on E-voting carried out for VISESH INFOTECNICS LIMITED

To
The Chairman
M/s Visesh Infotecnics Limited

25th Annual General Meeting of the Equity Shareholders of Visesh Infotecnics Limited to be held on 30th day of December, 2014 at 10.00 A.M. at the Auditorium at Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park

Subject:- Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors as the Scrutinizer for the E-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the Said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed Central Depository Services (India) Limited as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special Businesses) sought to be transacted in the Annual General Meeting of the Company, which is scheduled to be held on 30/12/2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the Website of its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

At the end of the voting period on 24/12/2014, the voting portal of the Service Provider was blocked forthwith.

As a Scrutinizer the report of the e-voting carried out by the Shareholders was duly complied, the details of which are as follows:

There are in all 63 Shareholders holding 881,074,040 equity Shares of the Company, who have participate in the e-Voting process carried out by the company.



The result of the E-voting is as under:

(A) As an Ordinary Resolution-Item No. 1. Passed with requisite majority

To consider and adopt the audited balance sheet of the Company as at 31st March, 2014 and the audited profit & loss account for the period ended as on that date along with consolidated financial accounts and the report of Auditor's and Directors' thereon.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	62	881,042,580	99.99
(ii) Voted against the resolution	1	31,460	00.01
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	

(B) As an Ordinary Resolution-Item No. 2. Passed with requisite majority

Appointment of M/s RMA & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	62	881,042,580	99.99
(ii) Voted against the resolution	1	31,460	00.01
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	

(C) As an Ordinary Resolution-Item No. 3. Passed with requisite majority

Appointment of Mr. Brahm Dutt Sharma as an Independent Director of the Company for a term of five(5) consecutive years from the date of this Annual General Meeting.



	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	62	881042580	100
(ii) Voted against the resolution	0	0	0
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	

(D) As an Ordinary Resolution-Item No. 4. Passed with requisite majority

Appointment of Mr. Manoj Kumar Jain as an Independent Director of the Company for a term of five(5) consecutive years from the date of this Annual General Meeting.

	Number of members Present And Voting (in Person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	62	881,042,580	99.99
(ii) Voted against the resolution	1	31,460	00.01
Total number of members (in person or by proxy) whose votes were declared invalid			
(iii) Invalid votes	Nil	Nil	

Thanking you
Yours faithfully,

For A.K. FRIENDS & CO.

Ashish
Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

PLACE: New Delhi
DATED: 26.12.2014