

# VISESH INFOTECNICS LTD.



An ISO 9001 : 2008 Company  
508, Arunachal Building, 19 Barakhamba Road,  
New Delhi-1, Ph.: 011-47613300 Fax : 011-47613399  
E-mail : info@viseshinfo.com

Through Courier

July 4, 2012

To,  
The Manager (Listing),  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra,  
Kurla Complex, Bandra (E)  
Mumbai – 400 051.

✓ The Manager (Listing)  
Bombay Stock Exchange Limited  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**Sub: Quarterly Compliance under Clause 49 of the Listing Agreement.**

Dear Sir/ Madam,

Please find enclosed herewith the Corporate Governance report for the quarter ended 30<sup>th</sup> June, 2012 as per Clause 49 of the Listing Agreement.

Kindly take the above information on records and oblige.

Thanking you,

Yours faithfully,  
For VISESH INFOTECNICS LTD.

Rita Dedhwal  
Company Secretary

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: VISESH INFOTECNICS LIMITED

Quarter ending on: 30<sup>th</sup> June, 2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	The Board of the Company consists of 6 Directors and 5 of them are Non-Executive directors. The Company has a Non-Executive Chairman and 4 Independent Director.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	Non-Executive Directors of the company voluntarily agreed not to take any sitting fees/ remuneration.
(C) Other provisions as to Board and Committees	49 (IC)	YES	-
D) Code of Conduct	(49 (ID)	YES	The Board has laid down and implemented a code of conduct for all Board members and senior management personnel of the Company.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	The audit Committee is chaired by an Independent Director who is Chartered Accountant and all other members of the Audit Committee are also financially literate. 2/3 <sup>rd</sup> of the total members of audit committee are independent directors. Furthermore, Company Secretary of the Company acts as Secretary to the Audit Committee.
(B) Meeting of Audit Committee	49(IIB)	YES	The Audit Committee meets at least 4 times a year.
(C) Powers of Audit Committee	49 (IIC)	YES	The Audit Committee of the Company has the power to investigate, seek information and obtain legal/professional advice and to secure the attendance of outsiders as & when necessary.
(D) Role of Audit Committee	49 II(D)	YES	The Audit Committee reviews quarterly/annual financial statement, discloses financial information and also recommends to the Board on various matters.
(E) Review of Information by Audit Committee	49 (IIE)	YES	The Audit Committee reviews the adequacy of Internal Control system of the company.

Certified True Copy  
For VISESH INFOTECNICS LTD.

  
Company Secretary


# VISESH INFOTECNICS LTD.




An ISO 9001 : 2005 Company  
 508, Arunachal Building, 19 Sarakheba Road  
 New Delhi - 110007 Ph : 011-47611300 Fax : 011-47613399

<b>III. Subsidiary Companies</b>	49 (III)	N.A.	The company has no subsidiary company.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	Related Party Transactions are being placed before the Audit Committee and these transactions are not in conflict with the interest of the Company.
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	-
(C) Board Disclosures	49 (IV C)	YES	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	The company has made complete disclosures to audit committee with regard to the proceeds received out of preferential issue.
(E) Remuneration of Directors	49 (IV E)	YES	Disclosure regarding payment of remuneration to executive director is being made in the Annual Report.
(F) Management	49 (IV F)	YES	The Company has included Management Discussion and Analysis Report as part of its Annual Report.
(G) Shareholders	49 (IV G)	YES	The Company provides all necessary information to its Shareholders annually.
<b>V. CEO/CFO Certification</b>	49(V)	YES	Certificate reviewing financial statements is obtained at the time of finalization of Accounts at the year end, of which disclosure is being made in the Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Corporate Governance Report is a part of Annual Report of the Company which has a separate section for it.
<b>VII. Compliance</b>	49 (VII)	YES	The Company has obtained certificate from the Statutory Auditors regarding compliance of the conditions of Corporate Governance as stipulated under this clause. The disclosure of the compliance has been made in the Corporate Governance section of the Annual Report.

**For Vivesh Infotecnics Limited**

  
**Rita Dedhwal**  
 Company Secretary

**Certified True Copy**  
 For VISESH INFOTECNICS LTD.

  
 Company Secretary