



Corporate Governance

VISESH INFOTECHNICS LTD.

Scrip Code :532411

Quarter Ending : March 2016

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Brahm Dutt Sharma	Independent Director,Non - Executive Director	-	-	19	3	4	1
Mr	Manoj Kumar Jain	Independent Director,Non - Executive Director	-	-	19	3	1	2
Mr	Peeyush Kumar Aggarwal	Chairperson	-	-	-	5	3	4
Mr	Vishal Anand	CEO	-	-	-	1	1	0
Ms	Madhu Sharma	Independent Director,Non - Executive Director	-	-	10	6	1	2

[Click here for "Composition of Committee"](#)

[Click here for "Meeting of Board of Directors"](#)

[Click here for "Meeting of Committees"](#)

[Click here for "Related Party Transactions"](#)

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Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	NA	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	Yes	-

Click here for ""Annual Affirmation""

Click here for "Affirmation"

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Annexure 1

Composition Of Committee

<i>Audit Committee</i>			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Brahm Dutt Sharma	Chairperson, Independent Director, Non - Independent Director	-	-
	Member, Independent	-	-

Manoj Kumar Jain	Director, Non - Executive Director		
Peeyush Kumar Aggarwal	Member, Non - Executive Director	-	-

Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Brahm Dutt Sharma	Member, Independent Director, Non - Executive Director	-	-
Manoj Kumar Jain	Member, Independent Director, Non - Executive Director	-	-
Peeyush Kumar Aggarwal	Chairperson, Non - Executive Director	-	-

Nomination and remuneration committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Brahm Dutt Sharma	Chairperson,Independent Director,Non - Executive Director	-	-
Manoj Kumar Jain	Member,Independent Director,Non - Executive Director	-	-
Peeyush Kumar Aggarwal	Member,Non - Independent Director	-	-

Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
	Chairperson,Non - Executive	-	-

Peeyush Kumar Aggarwal	Director		
Vishal Anand	Member,CEO	-	-

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Meeting Of Board Of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
14 Nov 2015	-	0
30 Dec 2015	-	45
-	18 Jan 2016	18
-	13 Feb 2016	25

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Annexure 1

Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	13 Feb 2016	Yes, YES-requirement of Quorum was duly met during the	14 Nov 2015	90

		meeting.Following members were present at the meeting: a) Mr. Brahm Dutt Sharma (Chairman),b) Mr. Peeyush Kr. Aggarwal(Member),c) Mr. Manoj Kr. Jain(Member)		
Stakeholders Relationship Committee	21 Jan 2016	Yes, YES-requirement of Quorum was duly met during the meeting.Following members were present at the meeting: a) Mr. Peeyush Kr. Aggarwal(Chairman), b) Mr. Vishal Anand(Member)	-	0
Stakeholders Relationship Committee	29 Jan 2016	Yes, YES-requirement of Quorum was duly met during the meeting.Following	-	0

		members were present at the meeting: a) Mr. Peeyush Kr. Aggarwal(Chairman), b) Mr. Vishal Anand(Member)		
Stakeholders Relationship Committee	05 Feb 2016	Yes, YES-requirement of Quorum was duly met during the meeting. Following members were present at the meeting: a) Mr. Peeyush Kr. Aggarwal(Chairman), b) Mr. Vishal Anand(Member)	-	0
Stakeholders Relationship Committee	08 Feb 2016	Yes, YES-requirement of Quorum was duly met during the meeting. Following members were present at the meeting: a) Mr. Peeyush Kr.	-	0

		Aggarwal(Chairman), b) Mr. Vishal Anand(Member)		
Stakeholders Relationship Committee	11 Feb 2016	Yes, YES-requirement of Quorum was duly met during the meeting. Following members were present at the meeting: a) Mr. Peeyush Kr. Aggarwal(Chairman), b) Mr. Vishal Anand(Member)	-	0
Stakeholders Relationship Committee	26 Feb 2016	Yes, YES-requirement of Quorum was duly met during the meeting. Following members were present at the meeting: a) Mr. Peeyush Kr. Aggarwal(Chairman), b) Mr. Vishal Anand(Member)	-	0

Nomination and remuneration committee	31 Mar 2016	Yes, YES-requirement of Quorum was duly met. Following members were present at the meeting: a) Mr. Brahm Dutt Sharma (Chairman), b) Mr. Peeyush Kr. Aggarwal(Member), c) Mr. Manoj Kr. Jain(Member)	-	0
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Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is “No” details of non- compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit	Yes	-

committee		
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Annexure 1

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and	Yes

disclosure requirements) Regulations, 2015	
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

Signatory Details

Name of signatory	GARIMA SINGH
Designation of person	Company Secretary

Corporate Governance

VISESH INFOTECNICS LTD.	
Scrip Code :532411	Quarter Ending : March 2016

Annexure 2

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is “No” details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-

4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	NA	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	-
17	Vigil mechanism	22	Yes	-

18	Policy for related party transaction	23(1),(5), (6),(7) & (8)	Yes	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	Yes	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to	26(3)	Yes	-

	code of conduct from members of board of directors and senior management personnel			
28	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

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Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes

Signatory Details

Name of signatory	GARIMA SINGH
Designation of person	Company Secretary