

# VIRESH INFOTECNICS LTD.



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

**July 08, 2013**

**Ref: VIL/SEC/2013/38**

Listing Department  
The Bombay Stock Exchange Ltd.  
Floor 25, PJ Towers,  
Dalal Street  
Mumbai 400 001

Listing Department  
National Stock Exchange of India Ltd.  
"Exchange Plaza"  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

Scrip Code: 532411

NSE Symbol: VIRESHINFO

**Subject: Quarterly Compliance under Clause 49 of the Listing agreement**

Dear Sir,

Please find enclosed herewith the Corporate Governance Report for the Quarter ended on June 30, 2013 as per Clause 49 of the Listing Agreement.

Kindly take the above information on your records and oblige.

Thanking You,

Yours Faithfully,

**For Viresh Infotecnics Limited**

**Sonia Arora**  
Company Secretary

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

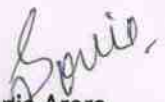
Name of the Company: VISESH INFOTECNICS LIMITED

Quarter ending on: 30<sup>th</sup> June, 2013

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 4 of them are Non-Executive directors. The Company has a Non-Executive Chairman and 3 Independent Directors out of which 1 Director is Additional Director of the Company.
(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(II B)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	The Audit Committee of the Company has the power to investigate, seek information and to 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.

III. Subsidiary Companies	49 (III)	YES	The company has 3 foreign wholly owned subsidiary companies.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	-
(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	-
(E) Remuneration of Directors	49 (IV E)	YES	Disclosures regarding payment of remuneration to executive director / whole time 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 / quarterly.
V.CEO/CFO Certification	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.
VI. Report on Corporate Governance	49 (VI)	YES	Corporate Governance Report is a part of Annual Report of the Company which has a separate section for it.
VII. Compliance	49 (VII)	YES	-

Certified True Copy  
For Vishes Infotecnics Limited

  
Sonia Arora  
Company Secretary