

VISESH INFOTECNICS LTD.

CIN:L30007DL1989PLC131190

An ISO 9001 : 2008 Company

Regd. Office : 703, Arunachal Building, 19 Barakhamba Road, New Delhi-1
Ph.: 011-43070989 Fax : 011-43070989
E-mail : info@viseshinfo.com



Through: Courier / Mail

Ref: VIL/SEC/2014

Date: 7th July, 2015

Listing Department,
Bombay Stock Exchange limited,
Floor 25, P J Towers,
Dalal Street, Mumbai -400001

Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza,C -1, Block - G,
Bandra Kurla Complex (E),
Mumbai-400051.

Scrip Code: 532411

NSE Symbol: VISESHINFO

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

Dear Sir,

Please find enclosed herewith the Corporate Governance report for the quarter ended June 30, 2015 as per Clause 49 of the Listing Agreement.

Kindly take the above information on records and oblige.

Thanking you,

Yours Truly,

For Vishes Infotecnics Limited



Garima Singh
(Company Secretary)
Membership No: 37294

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

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement as on June 30, 2015

Name of the Company: VISESH INFOTECNICS LIMITED

Quarter ending on: June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	YES	The Board of the Company consists of 5 Directors and 3 of them are Independent Directors out of which one is women director.
(B) Independent Directors	49(IIB)	YES	The Board of the Company has three Independent Directors.
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	YES	Non-Executive Directors of the company voluntarily agreed not to take any sitting fees / remuneration.
(D) Other Provisions as to Board and Committees	49 (IID)	YES	Complied with.
(E) Code of Conduct	49 (IIE)	YES	The Board has laid down and implemented a code of conduct for all Board members and senior management personnel of the Company.
(F) Whistle Blower Policy	49(IIF)	YES	Complied with.
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	Complied with.
(B) Meeting of Audit Committee	49(IIIB)	YES	The meetings of the Audit Committee are held at least 4 times in a year with the required quorum present.



(C) Powers of Audit Committee	49 (IIIC)	YES	The Audit Committee of the Company has to investigate, seek information and to obtain outside legal/professional advice and to secure the attendance of outsiders with relevant expertise as & when necessary.
(D) Role of Audit Committee	49 III(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 (IIIE)	YES	The Audit Committee reviews the adequacy of Internal Control system of the company.
IV. Nomination and Remuneration Committee	49(IV)	YES	Nomination and Remuneration Committee is chaired by an Independent Director and all other members of Nomination and Remuneration Committee are non-executive directors and half of them are independent directors.
V. Subsidiary Companies	49 (V)	YES	The Company has 3 foreign wholly owned subsidiary companies.
VI. Risk Management	49(VI)	YES	Complied with.
VII. Related Party Transaction	49(VII)	YES	Complied with.
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	YES	Complied with.
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	The Company has disclosed the accounting policies followed in preparing and presenting the Financial Statements.
(C) Remuneration of Directors	49 (VIII C)	YES	Disclosures regarding payment of remuneration to Executive Director /Whole Time Director is being made in the Annual Report.
(D) Management	49 (VIII D)	YES	The Company has included Management Discussion and



			Analysis Report as part of its Annual Report. Further, Senior Management makes all the disclosures to the board relating to their interest in all material financial and commercial transactions.
(E) Shareholders	49(VIII E)	YES	The Company provides all necessary information to its Shareholders annually/ quarterly.
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII A)	NA	The Company has not made any Public Issue, Right Issue, Preferential Issue etc.
IX.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.
X. Report on Corporate Governance	49 (VI)	YES	The Annual Report of the Company has a separate section on the Corporate Governance with a detailed compliance report on Corporate Governance.
XI. Compliance	49 (VII)	YES	Complied with Annual Report

For Vishes Infotecnics Limited



Garima Singh
(Company Secretary)
Membership No: 37294