

VIRESH INFOTECNICS LTD.



CIN:L30007DL1989PLC131190

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

Through: Courier / Mail

Ref: VIL/SEC/2014

Date: 10.10.2014

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

Scrip Code: 532411

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

NSE Symbol: VIRESHINFO

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

Dear Sir,

Please find enclosed herewith the Corporate Governance report for the quarter ended 30th September, 2014 for the Quarter ended on September 30, 2014 as per Clause 49 of the Listing Agreement.

Kindly take the above information on records and oblige.

Thanking you,

Yours Truly,

For Viresh Infotecnics Limited


Vrishi Khare
(Company Secretary)
M.No. 34164

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 30th September, 2014

Name of the Company: VISESH INFOTECNICS LIMITED

Quarter ending on: 30.09.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	YES	The Board of the Company consists of 4 Directors and 2 of them are Independent Directors.
(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.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	The Audit Committee is chaired by an Independent Director and all other members of the Audit Committee are also financially literate. Furthermore, Company Secretary of the Company acts as Secretary to the Audit Committee.
(B) Meeting of Audit Committee		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 (IIC)	49 (IIB)	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 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)	N.A.	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)	NA	-
(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. Further, Senior Management make all the disclosures to the board relating to

			their interest in all material financial and commercial transactions.
(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	The Annual Report of the Company has a separate section on the Corporate Governance with a detailed compliance report on Corporate Governance.
VII. Compliance	49 (VII)	YES	-

For Visesh Infotecnics Limited


Vrishi Khare
(Company Secretary)
M.No. 34164