NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Visesh Infotecnics Limited will be held on Thursday the 28th day of January, 2016 at 10:00A.M. at the registered office of the Company at 703, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001 to transact the following business as special business:

Change in name of the company

To consider & if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from "**VISESH INFOTECNICS LIMITED"** to "**MPS INFOTECNICS LIMITED"** or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Delhi and Haryana and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is MPS Infotecnics Limited

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

Place: New Delhi
Date: 30th December 2015

By order of the Board
for Visesh Infotecnics Limited
SD/-
Peeyush Aggarwal
Chairman
DIN: 00090423

NOTES:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. Proxies to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.

3. Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.

4. Members are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

6. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any in their address and e-mail-ID to the Company/or Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.

7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depositary Participant with whom they are maintaining their De-mat Account. Members holding shares in physical form can submit their PAN to the Company.

8. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. In Compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on resolution set forth in this Notice.

10. The facility for voting through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able exercise their right at the meeting.

11. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be allowed to cast their vote again.

12. Members holding shares in de-mat form are requested to write their DP ID and Client ID and those holding Shares in Physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting.

13. For any assistance or information about shares etc., members may contact the Company or the Registrars.

14. Members are requested to quote their Folio Number/De-mat Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.

The instructions for members for voting electronically are as under:-

In case of members receiving mail:

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in de-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding Shares in De-mat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both de-mat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits Sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat

holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Visesh Infotecnics Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If De-mat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cutoff date i.e., 21st January, 2016 may allow the same instructions as mentioned above for e-Voting.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. No. (xviii) above to cast vote.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

1. The e-voting period commences on 25th January, 2016 at 09:00 A.M and ends on 27th January, 2016 at 5:00 P.M. During this period, shareholders of the Company holding shares either in Physical form or in dematerialized form, as on the cut-off date, i.e., 21st January, 2016 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
2. The Company has appointed M/s A.K. Friends & Co., (CP No. 4056) Practicing Company Secretary who will collate the electronic voting process in a fair and transparent manner.
3. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
4. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer, order voting through Postal Ballot for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
5. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
6. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on 21st January, 2016.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.viseshinfo.com and on the website of CDSL within two (2) days of the passing of the resolutions at the Extraordinary General Meeting of the Company on 28th January, 2016 and communicated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice

ITEM NO.1: The Board of Directors of the Company in its meeting held on 29th May 2015 decided to change the name of the Company from "VISESH INFOTECNICS LIMITED" to "MPS INFOTECNICS LIMITED" because MPS stands for "MAA PARA SHAKTI", which is a synonym to "GODDESS DURGA" and the Board considered the same as an auspicious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The name "MPS Infotecnics Limited" has been duly approved and made available for changing the name by the Registrar of Companies, National Capital Territory of Delhi and Haryana vide its name approval letter dated 19th December, 2015 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Place: New Delhi
Date: 30th December 2015

By Order of the Board
For Visesh Infotecnics Limited
SD/-
Peeyush Kumar Aggarwal
Chairman
DIN: 00090423

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:L30007DL1989PLC131190
Name of the Company: VISESH INFOTECNICS LIMITED
Registered Office: 703, Arunachal Building, 19 BARAKHAMBA ROAD,
Connaught Place, New Delhi-110001

Name of the Member(s) …… Registered Address…… …… e-mail Id: …… Folio No / Client Id. …… …… DP Id. ……

I/We being the member(s) of …… shares of the above named Company appoint:

Name: Address E-mail Id Signature …… or failing him	Name: Address E-mail Id Signature …… or failing him	Name: Address E-mail Id Signature …… or failing him

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 28th January 2016 at 10:00 a.m. at Registered office of the company at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTION PROPOSED	OPTIONAL*	
		FOR	AGAINST
	SPECIAL RESOLUTION		
1.	To consider and if thought fit, to pass with or without modification resolution concerning change in the name of the company from "Visesh Infotecnics Limited" to "MPS Infotecnics Limited"		

Signed this……day of……2016

Signature of Shareholder…… Signature of Proxy Holder(s)……

Note: 1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. For the text of the Resolutions, Explanatory Statements & Notes, please refer to the Notice convening the Extra-Ordinary General Meeting dated 30th December, 2015.
3. It is optional to put "X" in the appropriate column `against the Resolutions indicated in the Box.

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VISESH INFOTECNICS LIMITED

CIN:L30007DL1989PLC131190
Registered Office: 703 Arunachal Building, 19 Barakhamba Road, Connaught Place New Delhi-110 001

ATTENDANCE SLIP: EXTRA-ORDINARY GENERAL MEETING

To be handed over at the entrance of the meeting venue.

Name of the attending member (in block letters)_____

Name of the proxy (In block letters to be filled in by Proxy attending instead of the member)_____

No. of shares held: _____ Ledger Folio No. _____

DP ID. No. _____ Client Id No. _____