VISESH INFOTECNICS LTD.

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

Ref: VIL/SEC/2012/07

November 12, 2012

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

Scrip Code: 532411

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

NSE Symbol: VISESHINFO

Sub: Outcome of Board Meeting

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company at their meeting held today i.e., November 12th, 2012 , inter-alia had considered and approved the Un-audited Financial Results (Standalone & Consolidated) along with segment wise reporting of Revenue, Results and Capital Employed of the Company for the Quarter ended on 30th September, 2012, and Statement of Assets and Liability for the half year ended on the same date, which are enclosed herewith along with Limited Review Report by Statutory Auditors of the Company.
The Board Meeting concluded at 7:35 p.m.

Kindly take the above information on record and oblige.

Thanking you

Yours' truly,
FOR Visesh Infotecnics Limited

Rita Dedhwal
Company Secretary
Enclosure: as above

VISESH INFOTECNICS LIMITED
(An ISO 9001:2008 Company)
Regd.Office : 508, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110 001
STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE HALF YEAR & QUARTER ENDED SEPTEMBER 30, 2012

S.No	Particulars	QUARTER ENDED			HALF YEAR ENDED		YEAR ENDED
		30.09.2012 (Unaudited)	30.06.2012 (Unaudited)	30.09.2011 (Unaudited)	30.09.2012 (Unaudited)	30.09.2011 (Unaudited)	31.03.2012 (Audited)
1	**Income from operations**						Rs. in Lacs
	(a) Net Sales/income from operations (Net of Excise duty)	4,510.25	4,318.32	**4,132.95**	8,828.57	8,152.11	15,473.93
	(b) Other operating income	-	-	-	-	-	-
	Total income from operations (net)	**4,510.25**	**4,318.32**	**4,132.95**	**8,828.57**	**8,152.11**	**15,473.93**
2	**Expenses**						
	(a) Purchase of stock-in-trade	3,808.88	3,808.36	3,715.25	7,617.24	7,329.13	13,655.22
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade (Increase)/ Decrease	89.49	13.27	0.12	102.76	0.12	(97.37)
	(c) Employees benefits expense	91.74	27.11	23.11	118.85	43.22	247.81
	(d) Depreciation and amortisation expense	347.56	308.21	274.67	655.77	549.33	1,184.30
	(e) Other expenses	48.27	34.50	19.09	82.77	31.97	128.35
	Total Expenses	**4,385.94**	**4,191.45**	**4,032.24**	**8,577.39**	**7,953.77**	**15,118.31**
3	Profit / (Loss) from operations before other income, finance costs and exceptional items(1-2)	124.31	126.87	100.71	251.18	198.34	355.62
4	Other Income	0.78	0.83	3.85	1.61	4.54	67.60
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	125.09	127.70	104.56	252.79	202.88	423.22
6	Finance Costs	58.51	65.46	74.49	123.97	144.07	307.82
7	Profit/ (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	66.58	62.24	30.07	128.82	58.81	115.40
8	Exceptional items	-	-	-	-	-	-
9	Profit/(Loss) form ordinary activities before tax (7-8)	66.58	62.24	30.07	128.82	58.81	115.40
10	Tax expense: Current & Deferred	22.61	21.17	16.36	43.78	32.70	60.48
11	Net Profit / (Loss) from ordinary activities	43.97	41.07	13.71	85.04	26.11	54.92
12	Extraordinary items		-	-	-	-	0.67
13	**Net Profit for the period (11-12)**	**43.97**	**41.07**	**13.71**	**85.04**	**26.11**	**54.25**
16	Paid-up equity share capital of Rs. 10/- each	34,313.06	28,374.11	6,374.11	34,313.06	6,374.11	12,313.06
17	Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year	-	-	-	-	-	12,359.28
18	Earnings per share of Rs.10/- each (not annualised)						
	(a) Basic	0.01	0.01	0.02	0.02	0.04	0.04
	(b) Diluted	0.01	0.02	0.01	0.02	0.02	0.03
Part-II							
A	**PARTICULARS OF SHAREHOLDING**						
1	**Public shareholding**						
	a. Number of Shares	175115376	175115376	35425797	175115376	35425797	35315376
	b. Percentage of Shareholding	51.03%	61.71%	55.58%	51.03%	55.58%	55.40%
2	**Promoter and Promoter Group Shareholding**						
	a) Pledged / Encumbered						
	- Number of Shares	-	-	500000	-	500000	-
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	1.77%	-	1.77	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	0.78%	-	0.78	-
	b.) Non-encumbered						
	- Number of shares	168015229	108625714	27815293	168015229	27815293	28425714
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group	100	100	98.23%	100	98.23%	100
	- Percentage of shares (as a % of the total share capital of the company)	48.97%	38.28%	43.64%	48.97%	43.64%	44.60%

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For VISESH INFOTECNICS LTD.

Executive Director

	Particulars	Quarter ended 30/09/2012
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

Standalone Segmentwise revenue, results and capital employed as per clause 41 of the Listing Agreement, for the Quarter ended 30th September, 2012

	1. Segment Revenue						
	(a) IT Solutions & Products	3,235.56	3,716.13	4,098.82	6,951.69	8,086.70	15,280.47
	(b) IT Enabled Services	114.74	29.15	34.13	143.89	65.41	131.21
	(c) Telecommunication	1,159.95	573.04	-	1,732.99	-	62.25
	Total	4,510.25	4,318.32	4,132.95	8,828.57	8,152.11	15,473.93
	Less: Inter Segment Revenue	-	-	-	-	-	-
	Net sales/Income From Operations	**4,510.25**	**4,318.32**	**4,132.95**	**8,828.57**	**8,152.11**	**15,473.93**
	2. **Segment Results** (Profit before tax and interest from each segment)						
	(a) IT Solutions & Products	729.26	450.82	447.44	1,180.08	887.29	1,553.05
	(b) IT Enabled Services	13.33	3.26	12.41	16.59	24.41	45.29
	(c) Telecommunication	4.94	2.58	-	7.52	-	0.26
	Total	747.53	456.66	459.85	1,204.19	911.70	1,598.60
	Less: (i) Interest	58.51	65.46	74.49	123.97	144.07	307.82
	(ii) Other Un-allocable Expenditure	623.22	329.79	359.14	953.00	713.36	1,243.65
	Add: (iii) Un-allocable income	0.78	0.83	3.85	1.61	4.54	67.60
	Total Profit Before Tax	**66.58**	**62.24**	**30.07**	**128.83**	**58.82**	**114.73**

3. Capital Employed (Segment Assets - Segment Liabilities)
Since Fixed Assets used in the Company's Business can not be specifically identified with any of the reportable segments as these are used interchangeably among segments, hence segmentwise disclosure on capital employed has not been furnished.

Standalone Statement of Assets and Liabilities for the half year ended September 30, 2012

		Particulars	September 30,2012 (Unaudited) Standlone	March 31,2012 (Audited) Standalone
A		**EQUITY AND LIABILITES**		Rs in Lacs
	1	**Shareholders Funds**		
		a) Share Capital	34,313.06	12,313.06
		b) Reserves & Surplus	12,393.90	12,359.29
		c) Money recd against share warrants	-	15,884.70
	2	**Non-Current Liabilities**		
		a) Long term borrowings	2,853.40	3,251.77
		b) Deferred tax liabilities (Net)	1,385.48	1,376.31
	3	**Current Liabilities**		
		a) Trade payables	1,207.64	796.43
		b) Other current liabilities	414.91	463.05
		c) Short term provisions	53.34	49.12
		Total	**52,621.73**	**46,493.73**
B		**ASSETS**		
	1	**Non-Current Assets**		
		a) Fixed Assets	36,024.67	29,800.99
		b) Non-current Investments	6,175.30	6,175.30
		c) Long-term loans and advances	390.03	396.39
	2	**Current Assets**		
		a) Inventories	-	102.76
		b) Trade receivables	6,355.58	6385.03
		c) Cash and cash equivalents	3,613.31	3572.96
		d) Other current assets	62.83	60.3
		Total	**52,621.73**	**46,493.73**

1. The above results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at its meeting held on November 12, 2012.
2. Statutory Auditors of the Company have carried out the limited review of the financial results for the quarter ended 30th September,2012
3. Pursuant to order dated 20.07.2012 passed by the Hon'ble High Court, the scheme of merger of Axis Convergence Pvt. Ltd. with the Company was sanctioned. By virtue of the merger, the figures of current quarter includes operations of erstwhile Transferor Company, and thus are not comparable with the figures of previous quarter. The scheme of merger became effective w.e.f. 29.08.2012, subsequent to which the Board Meeting was held on 03.09.2012 to approve annual audited results for the F.Y-2012 on (standalone & consolidated) basis. However, the figures for the quarter ended June 30, 2012 have ben prepared on standalone basis only.
4. The Company in its Board Meeting held on 26.09.2012, has allotted 5,93,89,515 Equity shares of the Company to the shareholders of Transferor Company i.e.M/s Axis Convergence Pvt. Ltd. as per the scheme of arrangement.
5. The financial results are based on the accounts drawn in accordance with generally accepted accounting practices consistently followed in compliance with all the mandatory accounting standards.
6. The figures of the previous periods have been re-grouped / re-arranged wherever necessary.

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By order of the Board
For **Visesh Infotecnics Limited**
SD/-
Authorised Signatory

Place: New Delhi
Date : 12th November, 2012

For VISESH INFOTECNICS LTD.

Executive Director

VISESH INFOTECNICS LIMITED
(An ISO 9001:2008 Company)
Regd.Office : 508, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi 110 001
STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE HALF YEAR & QUARTER ENDED SEPTEMBER 30, 2012

S.No	Particulars	QUARTER ENDED			HALF YEAR ENDED		YEAR ENDED
		30.09.2012 (Unaudited)	30.06.2012 (Unaudited)	30.09.2011 (Unaudited)	30.09.2012 (Unaudited)	30.09.2011 (Unaudited)	31.03.2012 (Audited)
1	**Income from operations**						Rs. in Lacs
	(a) Net Sales/income from operations (Net of Excise duty)	8,307.56	4,318.32	4,132.95	12,625.88	8,152.11	23,928.66
	(b) Other operating income	-	-	-	-	-	-
	Total income from operations (net)	**8,307.56**	**4,318.32**	**4,132.95**	**12,625.88**	**8,152.11**	**23,928.66**
2	**Expenses**						
	(a) Purchase of stock-in-trade	7,525.08	3,808.36	3,715.25	11,333.44	7,329.13	21,923.76
	(b) Changes in inventories of finished goods, WIP and SIT (Inc)/ Dec	89.49	13.27	0.12	102.76	0.12	(97.37)
	(c) Employees benefits expense	91.74	27.11	23.11	118.85	43.22	247.81
	(d) Depreciation and amortisation Exps.	347.56	308.21	274.67	655.77	549.33	1,184.30
	(e) Other expenses	92.54	34.50	19.09	127.04	31.97	232.47
	Total Expenses	**8,146.41**	**4,191.45**	**4,032.24**	**12,337.86**	**7,953.77**	**23,490.97**
3	Profit / (Loss) from operations before other income, finance costs and exceptional items(1-2)	161.15	126.87	100.71	288.02	198.34	437.69
4	Other Income	0.81	0.83	3.85	1.64	4.54	67.60
5	Profit / (Loss) from ordinary activities before finance costs (3+4)	161.96	127.70	104.56	289.66	202.88	505.29
6	Finance Costs	62.07	65.46	74.49	127.53	144.07	312.49
7	Profit/ (Loss) from ordinary activities after finance costs (5-6)	99.89	62.24	30.07	162.13	58.81	192.80
8	Tax expense: Current & Deferred	22.61	21.17	16.36	43.78	32.70	66.89
9	Net Profit / (Loss) from ordinary activities	77.28	41.07	13.71	118.35	26.11	125.91
10	Extraordinary items	-	-	-	-	-	0.67
11	**Net Profit for the period (9-10)**	**77.28**	**41.07**	**13.71**	**118.35**	**26.11**	**125.24**
12	Minority Interest	-	-	-	-	-	(0.01)
13	Net profit/ (Loss) after taxes, minority interest (11-12)	77.28	41.07	13.71	118.35	26.11	125.25
14	Paid-up equity share capital of Rs. 10/-	34313.06	28374.11	6374.11	34313.06	6374.11	12,313.06
15	Reserve excluding Revaluation Reserve					-	12,838.71
16	EPS of Rs.10/- each (not annualised)						
	(a) Basic	0.02	0.02	0.02	0.03	0.04	0.10
	(b) Diluted	0.02	0.02	0.01	0.03	0.02	0.07
Part-II							
A	**PARTICULARS OF SHAREHOLDING**						
1	**Public shareholding**						
	a. Number of Shares	175115376	175115376	35425797	175115376	35425797	35315376
	b. Percentage of Shareholding	51.03%	61.71%	55.58%	51.03%	55.58%	55.40%
2	**Promoter and Promoter Group Shareholding**						
	a) Pledged / Encumbered						
	- Number of Shares	-	-	500000	-	500000	-
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	1.77%	-	1.77	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	0.78%	-	0.78	-
	b.) Non-encumbered						
	- Number of shares	168015229	108625714	27815293	168015229	27815293	28425714
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group	100%	100%	98.23%	100%	98.23%	100%
	- Percentage of shares (as a % of the total share capital of the company)	48.97%	38.28%	43.64%	48.97%	43.64%	44.60%

	Particulars	Quarter ended 30/09/2012
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

Consolidated Segmentwise revenue, results and capital employed as per clause 41 of the Listing Agreement, for the Quarter ended 30th September, 2012

1. Segment Revenue						
(a) IT Solutions & Products	3,235.56	3,716.13	4,098.82	6,951.69	8,086.70	15,280.47
(b) IT Enabled Services	114.74	29.15	34.13	143.89	65.41	1,31.21
(c) Telecommunication	4,957.26	573.04	-	5,530.30	-	8,516.98
Total	8,307.56	4,318.32	4,132.95	12,625.88	8,152.11	23,928.66
Less: Inter Segment Revenue	-	-	-	-	-	-
Net sales/Income From Operations	**8,307.56**	**4,318.32**	**4,132.95**	**12,625.88**	**8,152.11**	**23,928.66**

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For VISESH INFOTECNICS LTD.
Executive Director

2. **Segment Results** (Profit before tax and interest from each segment)						
(a) IT Solutions & Products	729.26	450.82	447.44	1,180.08	887.29	1,553.05
(b) IT Enabled Services	13.33	3.26	12.41	16.59	24.41	45.29
(c) Telecommunication	38.25	2.58	-	40.83	-	83.00
Total	780.84	456.66	459.85	1,237.50	911.70	1,681.34
Less: (i) Interest	58.51	65.46	74.49	123.97	144.07	312.49
(ii) Other Un-allocable Expenditure	623.22	329.79	359.14	953.01	713.36	1,243.65
Add: (iii) Un-allocable income	0.78	0.83	3.85	1.61	4.54	67.60
Total Profit Before Tax	**99.89**	**62.24**	**30.07**	**162.13**	**58.82**	**192.80**

3. Capital Employed (Segment Assets - Segment Liabilities)
Since Fixed Assets used in the Company's Business can not be specifically identified with any of the reportable segments as these are used interchangeably among segments, hence segmentwise disclosure on capital employed has not been furnished.

Consolidated Statement of Assets and Liabilities for the half year ended September 30, 2012

	Particulars	September 30,2012 (Unaudited)	March 31,2012 (Audited)
A	**EQUITY AND LIABILITES**		**Rs in Lacs**
1	**Shareholders Funds**		
	a) Share Capital	34,313.06	12,313.06
	b) Reserves & Surplus	12,957.06	12,838.71
	c) Money recd against share warrants	-	15,884.70
2	**Non-Current Liabilities**		
	a) Long term borrowings	2,853.40	3,251.77
	b) Deferred tax liabilities (Net)	1,385.48	1,376.31
3	**Current Liabilities**		
	a) Trade payables	1,207.64	1,242.85
	b) Other current liabilities	952.77	471.35
	c) Short term provisions	53.34	55.53
	Total	53,722.75	47,434.28
B	**ASSETS**		
1	**Non-Current Assets**		
	a) Fixed Assets	36,024.67	29,800.99
	b) Goodwill (on consolidation)	6,169.11	6,169.11
	c) Non-current Investments	0.48	0.48
	d) Long-term loans and advances	391.52	397.79
2	**Current Assets**		
	a) Inventories	-	102.76
	b) Trade receivables	7,405.44	7279.65
	c) Cash and cash equivalents	3,660.10	3610.57
	d) Other current assets	71.42	72.93
	Total	**53,722.75**	**47,434.28**

1. The above results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at its meeting held on November 12, 2012.
2. Pursuant to order dated 20.07.2012 passed by the Hon'ble High Court, the scheme of merger of Axis Convergence Pvt. Ltd. with the Company was sanctioned. By virtue of the merger, the Company has acquired two foreign subsidiaries, hence the figures of current quarter includes operations of erstwhile Transferor Company also, and thus are not comparable with the figures of previous quarter. The scheme of merger became effective w.e.f. 29.08.2012, subsequent to which the Board Meeting was held on 03.09.2012 to approve annual audited results for the F.Y-2012 on (standalone & consolidated) basis. However, the figures for the quarter ended June 30, 2012 have ben prepared on standalone basis only.
3. Statutory Auditors of the Company have carried out the limited review of the financial results for the quarter ended 30th September,2012
4. Pursuant to the provisions of the Listing Agreement, the management has decided to publish consolidated audited financial results in the newspapers. However, the standalone unaudited financial results will be made availabe on the Company's website at www.viseshinfo.com and on the websites of BSE & NSE. Standalone audited financial results are as under:

	QUARTER ENDED			HALF YEAR ENDED		YEAR ENDED
Particulars	**30.09.2012 (Unaudited)**	**30.06.2012 (Unaudited)**	**30.09.2011 (Unaudited)**	**30.09.2012 (Unaudited)**	**30.09.2011 (Unaudited)**	**31.03.2012 (Audited)**
Net Sales	4,510.25	4,318.32	4,132.95	8,828.57	8,152.11	15,473.93
Profit befor tax	66.58	62.24	30.07	128.82	58.81	115.40
Profit after tax	43.97	41.07	13.71	85.04	26.11	54.25

5. The Company in its Board Meeting held on 26.09.2012, has allotted 5,93,89,515 Equity shares of the Company to the shareholders of Transferor Company i.e.M/s Axis Convergence Pvt. Ltd. as per the scheme of arrangement.
6. The financial results are based on the accounts drawn in accordance with generally accepted accounting practices consistently followed in compliance with all the mandatory accounting standards.
7. The figures of the previous periods have been re-grouped / re-arranged wherever necessary.

By order of the Board
For **Visesh Infotecnics Limited**

Place: New Delhi
Date : 12th November, 2012

SD/-
Authorised Signatory

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For VISESH INFOTECNICS LTD.
Executive Director

RMA & Associates *(ISO 9001:2008 Firm)*
Chartered Accountants

LIMITED REVIEW REPORT

We have reviewed the accompanying statement of unaudited financial results of VISESH INFOTECNICS LIMITED for the period ended 30th September, 2012, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards[1] and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For RMA Associates
Chartered Accountants

RMA & ASSOCIATES * NEW DELHI * CHARTERED ACCOUNTANTS

Deepak Gupta
Partner
Membership No. 081535

Place: New Delhi
Date: 12.11.2012

[1] The Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 and/ or Accounting Standards issued by Institute of Chartered Accountants of India.

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Branches : • New Delhi • Bhopal • Kanpur • Ahmedabad