A. K. FRIENDS & CO.
Practicing Company Secretaries

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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR VISESH INFOTECNICS LIMITED

To
The Chairman
26th Annual General Meeting of the Members of
VISESH INFOTECNICS LIMITED held on September 30th , 2015
at 10.00 am at 703, Arunachal Building, 19, Barakhamba Road,
Connaught Place, New Delhi-110001

For 26th Annual General Meeting of the Equity Shareholders of VISESH INFOTECNICS LIMITED held on Wednesday, September 30, 2015 at 10.00 A.M at 703, Arunachal Buiding, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Subject: - Passing of Resolution through e-Voting AND poll conducted at the AGM of M/s VISESH INFOTECNICS LIMITED held on 30th September, 2015

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors of M/s VISESH INFOTECNICS LIMITED (CIN : L30007DL1989PLC131190) as the Scrutinizer for the E-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015. The Board of the Company had appointed me as a Scrutinizer for the e-voting starting from September 27, 2015 at 09:00 A.M. to September 29, 2015 at 05:00 P.M. and for the poll held at the AGM of the Company held on Wednesday, September 30, 2015 at 10.00 A.M. at 703, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company starting from September 27, 2015 at 9:00 A.M. to September 29, 2015 at 05:00 P.M. The e-voting results were unblocked by me on October 01, 2015 at around 06:12 P.M. in the presence of two witnesses.

At the 26th AGM of the Company held on September 30, 2015, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

Further to the above, I submit my report as under:-

i. The remote e-voting remained open from September 27, 2015 at 9:00 A.M. to September 29, 2015 at 05:00 P.M.

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ii. The members who were on record of the Company as well as whose particulars provided by the depositories on the "cut-off date i.e., 23RD September 2015 were entitled to remote e-voting on the resolutions set out in the notice of the 26TH AGM of the Company.

iii. The votes cast through remote e-voting were unblocked on 01st October, 2015 around 06:12 P.M. in the presence of two witnesses, Mrs. Shweta Agarwal, R/o E-38, IInd Floor, Behind Hira Sweets, Laxmi Nagar, Delhi-110092 & Ms. Shweta Chawla R/o D-135A, Upper Ground, Street No. 6, Laxmi Nagar, Delhi-110092 who are not in employment of the Company.

iv. The physical voting facility through ballot papers was provided at the venue of 26th Annual General Meeting held on Wednesday, 30th September, 2015 for those members who attend the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box opened by me in the presence of two witnesses Mr. Rakesh Kumar, R/o R 7/11, New Moti Nagar, New Delhi-110015 and Mr. Satish Kumar Garg R/o 1472, Punjabi Mohalla, Sabzi Mandi-110007 after the voting process was over at the said AGM of the Company.

v. The details containing interalia, list of Equity Shareholders, who voted "for" or "against", on each of the resolution that were put to vote were generated from the e-voting website of Central Depository Services (India) Limited (CDSL).

I have submitted separate reports on e-voting and voting by poll on the resolutions contained in the notice dated 29th May, 2015 convening the 26th Annual General Meeting on 30th September, 2015. I submit herewith my combined report on the results on e-voting and voting by poll as under:

The result of the E-voting together with that of the Poll is as under:

Item No. 1 : To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

Type of Voting	**Votes in favour of the Resolution**		**Votes against the resolution**		**Invalid Votes**	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	14,70,05,173	99.98	36,500	0.02	Nil	Nil
Poll	174,32,54,942	100	Nil	Nil	Nil	Nil
Total	189,02,60,115	99.99	36,500	0.01	Nil	Nil

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Item No. 2 : To Appoint M/s RMA & Associates (ICAI Registration No. 000978N), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual general Meeting till the conclusion of the next Annual General Meeting of the Company and Board of Directors be and is hereby authorized to fix the remuneration payable to them as determined by the Audit Committee in consultation with the said Auditors

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	14,68,71,173	99.88	1,70,500	0.12	Nil	Nil
Poll	174,32,54,942	100	Nil	Nil	Nil	Nil
Total	189,01,26,115	99.99	1,70,500	0.01	Nil	Nil

Item No. 3 : To Appoint Mrs. Madhu Sharma (DIN No: 06947852), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of director of the Company, consent of members be and is hereby accorded for appointment of Mrs. Madhu Sharma as an Independent Director of the Company, for a period of 5 consecutive years , not liable to retire by rotation.."

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	14,70,05,173	99.98	36,500	0.02	Nil	Nil
Poll	174,32,54,942	100	Nil	Nil	Nil	Nil
Total	189,02,60,115	99.99	36,500	0.01	Nil	Nil

Item No. 4 : To Appoint Mr.Vishal Anand (DIN: 02059506) who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from February 1, 2015 to hold office up to the date of ensuing Annual General Meeting of the Company, consent of members be and is hereby accorded for the appointment of Mr. Vishal Anand as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company."

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	14,69,21,173	99.92	1,20,500	0.08	Nil	Nil
Poll	174,32,54,942	100.00	Nil	Nil	Nil	Nil

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Total	189,01,76,115	99.99	1,20,500	0.01	Nil	Nil

Item No. 5 : To Appoint Mr. Vishal Anand (Din 02059506), Director, as a Chief Executive Officer (CEO) of the Company with effect from February 1, 2015 for a period of 5 years on the terms and condition including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting , with liberty and power to the Board of Directors (herein referred to as 'the Board' which expression shall also included the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

Type of Voting	**Votes in favour of the Resolution**		**Votes against the resolution**		**Invalid Votes**	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	14,69,21,173	99.92	1,20,500	0.08	Nil	Nil
Poll	174,32,54,942	100.00	Nil	Nil	Nil	Nil
Total	189,01,76,115	99.99	1,20,500	0.01	Nil	Nil

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the Votes cast through e-Voting and poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you
Yours faithfully,

For A.K. FRIENDS & CO.

Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-6129

Place: New Delhi
Dated: 01/10/2015