FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
M/s Visesh Infotecnics Limited
703, Arunachal Building,
19, Barakhamba Road,
New Delhi 110001

Annual General Meeting of the Equity Shareholders of **Visesh Infotecnics Limited** held on TUESDAY, December 30, 2014 at the Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chitranjan Park, New Delhi 110019.

Dear Sir,

I, ASHISH KUMAR FRIENDS, appointed as scrutinizer(s) for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity shareholders of M/s Visesh Infotecnics Limitedheld on TUESDAY, December 30, 2014 at 10:30 AM at the Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chitranjan Park, New Delhi 110019,submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) – ballot box kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorization / proxies lodged with the Company.

3. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

The result of the poll is as under:

(A) As an Ordinary Resolution-Item No. 1. Passed with requisite majority

To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

	Number of members Present And Voting (in Person or by proxy)	*Number of Votes Cast by them*	*% of total no. of valid votes cast*

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(i) Voted in favour of the resolution	45	1058371384	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	*Total number of votes cast by them*	
(iii) Invalid votes	*Nil*	*Nil*	

(B) As an Ordinary Resolution-Item No. 2. Passed with requisite majority

Appointment of M/s RMA & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration

	Number of members Present And Voting (in Person or by proxy)	*Number of Votes Cast by them*	*% of total no. of valid votes cast*
(i) Voted in favour of the resolution	45	1058371384	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	*Total number of votes cast by them*	
(iii) Invalid votes	*Nil*	*Nil*	

(C) **As an Ordinary Resolution-Item No. 3. Passed with requisite majority**

Appointment of Mr. BrahmDutt Sharma (DIN 02157681)be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.

	Number of members	*Number of Votes Cast by them*	*% of total no. of valid votes cast*

A.K. FRIENDS & CO. CP No. 4056 Delhi Company Secretaries

	Present And Voting (in Person or by proxy)		
(i) Voted in favour of the resolution	45	1058371384	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	*Total number of votes cast by them*	
(iii) Invalid votes	*Nil*	*Nil*	

(D) **As Ordinary Resolution-Item No. 4 Passed with requisite majority**

Appointment ofMr. Manoj Kumar Jain (DIN 02573858),be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting

	Number of members Present And Voting (in Person or by proxy)	*Number of Votes Cast by them*	*% of total no. of valid votes cast*
(i) Voted in favour of the resolution	45	1058371384	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	*Total number of votes cast by them*	
(iii) Invalid votes	*Nil*	*Nil*	

5. A Compact Disc Containing a List of Equity shareholder who Voted "For" & Against and those whose votes were declared invalid for each resolution is enclosed.

A.K. FRIENDS & CO. CP No. 4056 Delhi Company Secretaries

6. The poll papers and all other records were sealed and handed over to the ~~Company Secretary~~ / Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

For A.K. FRIENDS & CO.

Ashish Kumar Friends
Practising Company Secretary
C.P. No.-4056, Mem No.-FCS-5129

PLACE: New Delhi

DATED:30/12/2014

Witness 1

Witness 2