A. K. FRIENDS & Co.
Practicing Company Secretaries

E-38, 2ND FLOOR, BEHIND HIRA SWEETS,
LAXMI NAGAR, DELHI - 110092
PHONE : (O) 43601839
(M) : 9212000759, 9911000759
e-mail : akfriends@rediffmail.com

Scrutinizer's Report on E-voting carried out for VISESH INFOTECNICS LIMITED

To
The Chairman
M/s Visesh Infotecnics Limited

25th Annual General Meeting of the Equity Shareholders of Visesh Infotecnics Limited to be held on 30thday of December, 2014 at 10.00 A.M. at the Auditorium at Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park

Subject:- Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors 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. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the Said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed Central Depository Services (India) Limited as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special Businesses) sought to be transacted in the Annual General Meeting of the Company, which is scheduled to be held on 30/12/2014. The Service Provider accordingly had set up e-Voting facility on their website, https://www.evotingindia.com. The Company had uploaded all the items of the business to be transacted on the Website of its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

At the end of the voting period on 24/12/2014, the voting portal of the Service Provider was blocked forthwith.

As a Scrutinizer the report of the e-voting carried out by the Shareholders was duly complied, the details of which are as follows:

There are in all 63 Shareholders holding 881,074,040 equity Shares of the Company, who have participate in the e-Voting process carried out by the company.

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

The result of the E-voting is as under:

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

To consider and adopt the audited balance sheet of the Company as at 31stMarch, 2014 and the audited profit & loss account for the period ended as on that date along with consolidated financial accounts and the report of Auditor's and Directors' 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
(i) Voted in favour of the resolution	*62*	*881,042,580*	*99.99*
(ii) Voted against the resolution	*1*	*31,460*	*00.01*
	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	*62*	*881,042,580*	*99.99*
(ii) Voted against the resolution	*1*	*31,460*	*00.01*
	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. Brahm Dutt Sharma as an Independent Director of the Company for a term of five(5) consecutive years from the date of this Annual General Meeting.

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

	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	*62*	*881042580*	*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 an Ordinary Resolution-Item No. 4. Passed with requisite majority**

Appointment of Mr. Manoj Kumar Jain as an Independent Director of the Company for a term of five(5) 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	*62*	*881,042,580*	*99.99*
(ii) Voted against the resolution	*1*	*31,460*	*00.01*
	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	

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: 26.12.2014