

VIRESH INFOTECNICS LTD.

CIN:L30007DL1989PLC131190

An ISO 9001 : 2008 Company

Regd. Office : 703, Arunachal Building, 19 Barakhamba Road, New Delhi-1

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Through: Courier / Mail

Date: 12th January, 2016

Listing Department,
Bombay Stock Exchange limited,
Floor 25, P J Towers,
Dalal Street, Mumbai -400001

Scrip Code: 532411

Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, C -1, Block - G,
Bandra Kurla Complex (E),
Mumbai- 400051.

NSE Symbol: VIRESHINFO

Sub: Corporate Governance Report under Regulation 27 (2), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Please find enclosed herewith the Corporate Governance report for the quarter ended December 30, 2015 as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on records and oblige.

Thanking you,

Yours Truly,

For Viresht Infotecnics Limited

Garima Singh
Company Secretary

Corporate Office : B-55, Sector 65, Noida (UP)- 201301
Ph: + 91-0120-4713900, Fax: +91-0120-4324040

1. Name of the Listed Entity: Visesh Infotecnics Limited
 2. Quarter ended: 31st December 2015

1. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	of Number in membership in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of posts of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)		
Mr.	Peeyush Kumar Aggarwal	AACP6470C & 00090423	Chairman / Non Executive Director	N.A	5	Audit Committee-3	Stakeholder Committee-3		
Ms.	Madhu Sharma	BSYP5514G & 06947852	Independent Director / Non Executive Director	10 months (From the date of appointment i.e. 02/03/2015 till now)	6	Stakeholder Committee-1	Audit Committee-1		
Mr.	Manoj Kumar Jain	AGHPJ0168K & 02573858	Independent Director / Non Executive Director	19 months (From the date of appointment i.e. 02/06/2014 till now)	3	Audit Committee-1	Stakeholder Committee-1		
Mr.	Brahm Dutt Sharma	AAXP57675L & 02157681	Independent Director / Non Executive Director	19 months (From the date of appointment i.e. 02/06/2014 till now)	3	Audit Committee-2	Audit Committee-1		
Mr.	Vishal Anand	ADOP5721F & 02059506	Chief Executive Officer & Executive Director	N.A	1	Stakeholder Committee-2 Stakeholder Committee-1	NIL		

⁵ PAN NUMBER OF ANY DIRECTOR WOULD NOT BE DISPLAYED ON THE WEBSITE OF STOCK EXCHANGE & CATEGORY OF DIRECTORS MEANS EXECUTIVE / NON-EXECUTIVE / INDEPENDENT / NOMINEE. IF A DIRECTOR FITS INTO MORE THAN ONE CATEGORY OF DIRECTORS WRITE ALL CATEGORIES SEPARATING THEM WITH HYPHEN


* TO BE FILLED ONLY FOR INDEPENDENT DIRECTOR. TENURE WOULD MEAN TOTAL PERIOD FROM WHICH INDEPENDENT DIRECTOR IS SERVING ON BOARD OF DIRECTORS OF THE LISTED ENTITY IN CONTINUITY WITHOUT ANY COOLING PERIOD

COMPOSITION OF COMMITTEES

Name of Committee	Name of committee members	Category (Chairperson / Executive / Non-executive / Independent / Nominee) ^{&}
1. Audit Committee	Mr. Brahm Dutt Sharma Mr. Peeyush Kumar Aggarwal	Chairman/ Independent Director/Non-Executive Director Member/ Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Manoj Kumar Jain	Member/ Independent Director/Non-Executive Director
3. Risk Management Committee	Mr. Brahm Dutt Sharma Mr. Peeyush Kumar Aggarwal Mr. Manoj Kumar Jain	Chairman/ Independent Director/Non-Executive Director Member/ Non-Executive Director Member / Independent Director/Non-Executive Director
4. Stakeholders Relationship Committee	Mr. Brahm Dutt Sharma Mr. Peeyush Kumar Aggarwal Mr. Manoj Kumar Jain Mr. Peeyush Kumar Aggarwal	Chairman/ Independent Director/Non-Executive Director Member/ Non-Executive Director Member / Independent Director/Non-Executive Director Chairman/Non-Executive Director
5. Corporate Social Responsibility (CSR) Committee	Mr. Vishal Anand Mr. Peeyush Kumar Aggarwal Mr. Brahm Dutt Sharma Mr. Manoj Kumar Jain	Member/ Executive Director/ CEO Chairman/Non Executive Director Member/ Independent Director/Non-Executive Director Member / Independent Director/Non-Executive Director
& Category of directors means executive / non-executive / independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14/08/2015	14/11/2015	45 days (Gap between two consecutive meetings i.e. 30/09/2015 and 14/11/2015)
24/09/2015		
30/09/2015		

V. Meeting of Committees			
Date(s) of meeting of committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14/11/2015- Audit Committee	Yes, requirement of Quorum was duly met during the meeting. Following members were present during the meeting:- Mr. Brahm Dutt Sharma-Chairman Mr. Peeyush Kr. Aggarwal-member Mr. Manoj Kr. Jain-member	14/08/2015	92 days (Gap between two consecutive meetings i.e. 14/08/2015 and 14/11/2015.)
07/12/2015-Stakeholder Relationship Committee	Yes, requirement of Quorum was duly met during the meeting. Following members were present during the meeting:- Mr. Peeyush Kr. Aggarwal-Chairman Mr. Vishal Anand-member NOT APPLICABLE	N/A	
Risk Management Committee	NOT APPLICABLE Mr. Brahm Dutt Sharma-Chairman Mr. Peeyush Kumar Aggarwal-member Manoj Kumar Jain-member		
28/11/2015-Nomination and Remuneration Committee	Yes, requirement of Quorum was duly met during the meeting. Following members were present during the meeting:- Mr. Brahm Dutt Sharma-Chairman Mr. Peeyush Kumar Aggarwal-member Manoj Kumar Jain-member	NIL	
Corporate Social Responsibility Committee	NOT APPLICABLE Mr. Peeyush Kumar Aggarwal-Chairman Manoj Kumar Jain-member Mr. Brahm Dutt Sharma-member	N.A	

* this information has to be mandatorily given for audit committee, for rest of the committee giving this information is optional

V. Related party Transaction		Subject	Compliance Status (Yes / No / NA) <small>refer note below</small>
Whether prior approval of audit committee obtained			YES- The Board has been comprised in accordance with the requirements of Listing Regulations.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			N.A
Note			YES
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word "N.A." may be indicated</p> <p>2. If status is "No" details of non-compliance may be given</p>			
VI Affirmation			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>			
<p>For Viseesh Infotecnics Limited</p> <p></p> <p>Garima Singh Company Secretary & Compliance Officer Membership No. 37294</p>			
<p>Note:</p> <p>Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.</p>			