

# VISESH INFOTECNICS LIMITED

Regd. Office: 508, Arunachal Building, 19 Barakhamba Road,  
Connaught Place, New Delhi-110001

## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Company will be held on 3rd day of September 2010 at 10.00 a.m. at the Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi- 110019 to transact the following business:

### SPECIAL BUSINESS

#### 1. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION.

“**RESOLVED THAT** pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), for the time being in force and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions, consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot upto 22,00,00,000 (Twenty Two Crores Only) Convertible Warrants (Warrants), to be convertible at the option of Warrant holder in one or more tranches, within 18 (eighteen) months from its allotment date into 1 (one) Equity Share of the Company of face value of Rs.10/- each for each warrant for cash at an exercise price of Rs. 10/- (i.e. at par) and to issue fresh Equity Shares on the conversion of the warrants, on such further terms and conditions as may be finalized by the Board of Directors to following persons belonging to Promoter as well as Non Promoter group :

Sr	Name of Company	No of shares	Category
1	Omkam Global Capital Private Limited	27,200,000	Promoter
2	Omkam Capital Markets Private Limited	31,000,000	Promoter
3	Omkam Securities Private Limited	22,000,000	Promoter
4	Pataliputra international Ltd	4,250,000	Non Promoter
5	Gazala Construction Pvt Ltd	6,500,000	“
6	Sunflower Commosales Pvt Ltd	5,500,000	“
7	Walton Construction Pvt Ltd	5,750,000	“
8	Adila Traders Pvt Ltd	5,825,000	“
9	Radford Real Estate Pvt Ltd	7,000,000	“
10	Addo Constructions Pvt Ltd	7,500,000	“
11	Ailish Traders Pvt Ltd	5,400,000	“
12	Parkway Properties Pvt Ltd	6,125,000	“
13	V and R Yarns Pvt Ltd	5,550,000	“
14	Agrata Real Estate Pvt Ltd	7,500,000	“
15	Meritorious Realty Pvt Ltd	6,625,000	“
16	Jayalalita Commodities Pvt Ltd	6,500,000	“
17	Kinita Real Estate Pvt Ltd	4,500,000	“
18	Anvita Real Estate Pvt Ltd	6,000,000	“
19	Rosewood Vintrade Pvt Ltd	7,000,000	“
20	Narois Impex Pvt Ltd	3,200,000	“
21	Amazing Suppliers Pvt Ltd	6,500,000	“
22	Wellman Tradelink Pvt Ltd	7,500,000	“
23	Aansal Securities Services Pvt Ltd	6,500,000	“
24	Pavitra Mall Management Co Pvt Ltd	4,950,000	“
25	Acacio Tradlink Pvt Ltd	4,250,000	“
26	Allied Computers (International) Asia Ltd	5,500,000	“
27	Hamraj Fashion Consultants Pvt Ltd	3,875,000	“

**FURTHER RESOLVED THAT** the amount to be paid on the warrants at the time of allotment shall be atleast 25% of the exercise price which shall be adjusted against the issue price at the time of allotment of equity shares on conversion.

**FURTHER RESOLVED THAT** the Relevant Date for the purpose of calculating the exercise price for the warrants under Chapter (VII) of SEBI Regulations, 2009 is 4th August 2010.

**FURTHER RESOLVED THAT** the fresh equity shares allotted on conversion of warrants shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**FURTHER RESOLVED THAT** warrants and the equity shares allotted pursuant to exercise of option attached to warrants shall be locked in for a period as provided under the Regulations for preferential issues as contained in Chapter VII of the SEBI Regulations, 2009.

**FURTHER RESOLVED THAT** the warrants and Equity Shares allotted pursuant to conversion of warrants shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Regulations, 2009 except to the extent and in the manner permitted there under.

**FURTHER RESOLVED THAT** in the event the warrant holder does not exercise the option of conversion of warrants within 18 months from the date of allotment of warrants, the warrants shall lapse and the amount of deposit shall stand forfeited by the Company.

**FURTHER RESOLVED THAT** the warrants so issued can be converted into equal number of equity shares in one or more trenches.

**FURTHER RESOLVED THAT** for the purpose of issue and allotment of the Warrants and the equity shares upon conversion of warrants and listing thereof with the Stock Exchange(s), the Board of Directors or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Warrants/ Equity shares of the Company.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept any modification (s) to or to modify the terms of issue of the said new warrants subject to the provisions of the Companies Act, 1956 and SEBI Regulations, without being required to seek any further consent or approval of the Company in general meeting”.

**2. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION.**

“**RESOLVED THAT** pursuant to provisions of section 94(1)(a) of the Companies Act, 1956 and other applicable provisions if any the Authorised Share Capital of the Company be and is hereby increased from Rs. 500,000,000/-(Rupees Fifty Crores) divided into 50,000,000 (Five Crores) equity shares of Rs. 10/- each, to Rs. 2,850,000,000/-(Rupees Two Hundred Eighty Five Crores), divided into 285,000,000 (Twenty Eight Crores Fifty Lacs) equity shares of Rs. 10/- each.”

**FURTHER RESOLVED THAT**, Clause V of the Memorandum of Association of the Company as to Share Capital be and is hereby amended by substituting in its place the following clause:

“The Authorized Share Capital of the Company is Rs. 2,850,000,000/-(Rupees Two Hundred Eighty Five Crores) divided into 285,000,000 (Twenty Eighty Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

**3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION.**

“**RESOLVED THAT** clause 3 (a) of the Articles of Association of the Company be and is hereby amended by substitution of the following words:

‘The Authorized Share Capital of the Company is the same as written in the Clause V of the Memorandum of Association of the company.’

in place of existing clause read as follows:

The share capital of the companies is Rs 500,000,000/- (Rupees Fifty crores only) divided into 50,000,000 (Five Crores) Equity shares of Rs. 10/-(Rupees Ten) each.

**4. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION.**

**RESOLVED THAT** pursuant to the provisions of section 198, 269, 309, 311 and 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956 and all guidelines for managerial remuneration issued by the Central Government from time to time and such other consents and approvals as may be required, consent of the company be and is hereby accorded for the re appointment of Mr. Karun Jain as Executive Director of the company, with substantial powers of the management to be exercised by him for a period of five years w.e.f. 23.07.2010 including payment of remuneration on the terms and conditions not exceeding the limits specified under Schedule XIII of the Companies Act 1956 or any statutory modification or re enactment thereof.

Place: New Delhi  
Dated: 3rd August 2010

By the Order of the Board  
Sd/-  
Neera Chandak  
Company Secretary

**NOTES :**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the Extra Ordinary General Meeting will not be allowed without the production of the “Attendance Slip” duly signed. Members, whose shares are in the dematerialized form, are requested to bring their DP and Client Id for Identification.
- All members are requested to intimate any change of their address to the company/ our Registrar and Share Transfer Agent.
- Members are requested to intimate their e-Mail ID’s to the company for better communication in future and as part of effective Corporate Governance.

Place: New Delhi  
Dated: 3<sup>rd</sup> August 2010

**By the Order of the Board**

Sd/-  
Neera Chandak  
Company Secretary

**Explanatory Statement pursuant to section 173(2) of the Companies Act 1956:**

**ITEM NO. 1**

**A. Objects of the issue:**

Looking into the requirements for the long term financial resources and expansion of existing operations, your Board of directors propose to raise capital by way of issuance of 22,00,00,000 (Twenty Two Crores) warrants of Rs10/- each with the option to the warrant holder to acquire for every warrant one fully paid up equity share of Rs 10/- each on preferential basis. The proposed resources will be utilized for the expansion of the business of the company, to meet the requirement of existing operations and other long term working capital needs of the Company.

In view of above it has been considered appropriate, to bring additional funds from the promoters and non promoter group to the extent of Rs 220,00,00,000/- by way of preferential issue as above mentioned.

**B. Intention of the Promoters group to subscribe to the offer:-**

Three Companies in the promoter group as mentioned in the table below intend to subscribe for Eight Crores Two Lac warrants to be converted into equal number of equity shares of Rs. 10/- (Rupees Ten) each at a price of Rs.10/- (Rupees Ten) per share within a period of 18 months from the date of allotment. The Company has received written consent from the promoter named above towards their intention to subscribe.

**C. Issue price and relevant date:**

The proposed Preferential Allotment is proposed to be made at par (i.e. Rs. 10/- each), which is more than the price computed in accordance with the SEBI Pricing Norms as applicable on the Preferential allotment.

The relevant date on the basis of which the price of the issue of warrants has been calculated is 4th August 2010 which is 30 days prior to the date of this Extraordinary General Meeting i.e 3rd September 2010.

**D. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them**

The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

Sr.No	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		Number of Warrants	Post Issue shareholding After conversion of warrants#		
			No. of shares	%		No. of shares	% considering Underlying shares of GDR	% Without considering the underlying shares of GDR
1	Omkam Global Capital Private Limited	Promoter	Nil	NA	27,200,000	27,200,000	10.34	10.60
2	Omkam Capital Markets Private Limited	Promoter	Nil	NA	31,000,000	31,000,000	11.78	12.08
3	Omkam Securities Private Limited	Promoter	Nil	NA	22,000,000	22,000,000	8.36	8.57
4	Pataliputra international Ltd	Non Promoter	Nil	NA	4,250,000	4,250,000	1.62	1.67
5	Gazala Construction Pvt Ltd	"	Nil	NA	6,500,000	6,500,000	2.47	2.53
6	Sunflower Commosales Pvt Ltd	"	Nil	NA	5,500,000	5,500,000	2.09	2.14
7	Walton Construction Pvt Ltd	"	Nil	NA	5,750,000	5,750,000	2.19	2.24
8	Adila Traders Pvt Ltd	"	Nil	NA	5,825,000	5,825,000	2.21	2.27
9	Radford Real Estate Pvt Ltd	"	Nil	NA	7,000,000	7,000,000	2.66	2.73
10	Addo Constructions Pvt Ltd	"	Nil	NA	7,500,000	7,500,000	2.85	2.92
11	Ailish Traders Pvt Ltd	"	Nil	NA	5,400,000	5,400,000	2.05	2.10
12	Parkway Properties Pvt Ltd	"	Nil	NA	6,125,000	6,125,000	2.33	2.39
13	V and R Yarns Pvt Ltd	"	Nil	NA	5,550,000	5,550,000	2.11	2.16
14	Agrata Real Estate Pvt Ltd	"	Nil	NA	7,500,000	7,500,000	2.85	2.92
15	Meritorious Realty Pvt Ltd	"	Nil	NA	6,625,000	6,625,000	2.52	2.58
16	Jayalalita Commodities Pvt Ltd	"	Nil	NA	6,500,000	6,500,000	2.47	2.53
17	Kinita Real Estate Pvt Ltd	"	Nil	NA	4,500,000	4,500,000	1.71	1.75

Sr.No	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		Number of Warrants	Post Issue shareholding After conversion of warrants#		
			No. of shares	%		No. of shares	% considering Underlying shares of GDR	% Without considering the underlying shares of GDR
18	Anvita Real Estate Pvt Ltd	Non Promoter	Nil	NA	6,000,000	6,000,000	2.28	2.34
19	Rosewood Vintrade Pvt Ltd	"	Nil	NA	7,000,000	7,000,000	2.66	2.73
20	Narois Impex Pvt Ltd	"	Nil	NA	3,200,000	3,200,000	1.22	1.25
21	Amazing Suppliers Pvt Ltd	"	Nil	NA	6,500,000	6,500,000	2.47	2.53
22	Wellman Tradelink Pvt Ltd	"	Nil	NA	7,500,000	7,500,000	2.85	2.92
23	Aansal Securities Services Pvt Ltd	"	Nil	NA	6,500,000	6,500,000	2.47	2.53
24	Pavitra Mall Management Co Pvt Ltd	"	Nil	NA	4,950,000	4,950,000	1.88	1.93
25	Acacio Tradlink Pvt Ltd	"	Nil	NA	4,250,000	4,250,000	1.62	1.66
26	Allied Computers (International) Asia Ltd	"	Nil	NA	5,500,000	5,500,000	2.09	2.14
27	Hamraj Fashion Consultants Pvt Ltd	"	Nil	NA	38,75,000	38,75,000	1.47	1.51

# Post preferential holdings have been calculated on the assumption of full conversion of warrants.

#### E Shareholding Pattern of the Company before and after the issue:

The shareholding pattern of the Company before and after the issue of Convertible Warrants to Promoter and Non-promoters is as under:

Name	Existing Shareholding Pattern			Preferential Allotment	Subsequent to proposed preferential issue of warrants		
	No. of Shares held	% considering Underlying shares of GDR	% Without considering the underlying shares of GDR		No. of Shares held	% considering Underlying shares of GDR	% Without considering the underlying shares of GDR
A. INDIAN PROMOTERS	12420039	28.83	33.94	80200000	92620039	35.21	36.10
** Sub Total**	12420039	28.83	33.94	80200000	92620039	35.21	36.10
B. NON-PROMOTER'S HOLDING							
a.Mutual Funds & UTI	4250	0.01	0.01		4250	.002	0.002
b.Banks, FIs, Insurance Companies, (Central State Govt. Institutions/ Non-Govt. Institutions							
c.Foreign Investors/FIIs	130000	0.30	0.36		130000	0.05	0.05
** Sub Total **	134250	0.31	0.37		134250	0.05	0.05
C. Others							
a.Private Corporate Bodies	6538731	15.18	17.87	139800000	146338731	55.62	57.03
b.Indian Public	15245247	35.39	41.66		15245247	5.79	5.94
c.NRIs /OCBs Any other (pl. specify)	525111	1.22	1.44		525111	0.20	0.20
- Foreign Investors (Shares held by custodian against GDRs	6489524	15.06	-		6489524	2.47	-
-Clearing Member	1729272	4.01	4.73		1729272	0.66	0.68
** Sub Total **	30527885	70.86	65.69	220000000	170327885	64.74	63.85
**GRAND TOTAL	43082174	100	100.00	220000000	263082174	100.00	100.00

#### **F. Proposed time within which the allotment shall be completed**

The Board proposes to allot the warrants within a period of 15 days from the date of passing of this resolution by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

#### **G Lock-in**

The Warrants and the Equity Shares which will arise after the conversion of the said warrants that being allotted to the persons belonging to the non-promoter Category will remain lock in for a period of 1 year from the date of allotment of warrants and again after the date of conversion of warrants into Equity Share. Further the Warrants that being allotted to the persons belonging to the Promoter Category will remain lock in for a period of 3 years from the date of allotment of warrants and the Equity shares upto 20% of the total capital that being allotted to the persons belonging to the promoter Group upon conversion of warrants will be locked in for a period of 3 years and the remaining Equity Shares will go under lock in for a period of 1 year from the date of conversion or for such period as the SEBI Regulations will specify.

#### **H. Consequential Changes in the Voting Rights**

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

#### **I. Auditors' Certificate :**

A Certificate from RMA & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed before the meeting of the shareholders

#### **J. Change in Management:**

The issue of the Warrants and their conversion into equal number of equity shares will not result in any change in the management or control of the Company.

In terms of provisions of the Companies Act, 1956, approval of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolutions. The Board may be authorized to issue the Warrants/ Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

None of the Directors are interested in the Resolution.

Directors recommend the passing of the proposed resolution.

#### **ITEM NO. 2 & 3**

To give effect to the recommendation made in item no. 1 of this notice and to meet any future requirements, the Authorised share capital of the company need to be increased. Article 49 of the Article of Association of the company and Section 94 of the Companies Act 1956 permit your company to increase the authorized share capital of the company by special resolution.

The said change in authorized share capital of the company necessitates the change in the provisions of Memorandum of Association of the Company and Article of Association of the Company with respect to change in Authorised share capital of the company.

Hence your directors recommend to increase the Authorised Share Capital of the company from Rs. 500,000,000/- to Rs. 2,850,000,000/ and to approve the consequent change in Memorandum of Association and Article of Association of the company.

None of the Directors of your company is concerned or interested in this resolution.

#### **ITEM NO. 4**

Mr. Karun Jain, aged 49 years, is a Fellow Member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India and an Associate Member of AIMA. He has vast experience of over 24 years working at key positions in Companies like Indag Rubber Limited (Khemka Group), Panchshila Rubber Limited (Raunaq Group) and Vishal Lakto India Limited (Bagaria group), Mr. Jain has been with Visesh since 1996. He has always demonstrated a certain dynamism and foresight which has been seen in the most pragmatic professionals.

As Executive Director of Visesh, he has been instrumental in taking the company from strength to strength through strategic planning, focus on result oriented techniques and synergetic alliances with key service providers in IT industry. He is looking after the Corporate Planning, Finance, Legal and Secretarial aspects of the company.

The board of Directors in its meeting held on 3rd August 2010 re appointed Mr. Karun Jain as an Executive Director of the company for a period of 5 years w.e.f 23.07.2010. subject to the approval of the members in the General Meeting of the company.

On the recommendation of the Remuneration committee the remuneration and perquisites payable to Mr. Jain was fixed by the Board of Directors which are as follows:

1. Basic Salary: Rs. 80,000/- p.m with authority to the Board of Directors( which expression shall include a committee thereof) to revise the basic salary from time to time taking into account the performance of the company subject to the conditions contained in Schedule XIII of the Companies Act 1956
2. Perquisites: Mr. Karun Jain will be entitled to various perquisites, as set out herein under. Remuneration and perquisites in aggregate as given below would be within the overall ceiling prescribed under Schedule XIII to the Companies Act, 1956.
  - a) Housing: 60% of the Basic salary.
  - b) Medical: Reimbursement of medical expenses incurred for self and family as per rules of the company.
  - c) Leave Travel Concession: For self and family, as per the rules of the Company
  - d) Personal Accident Insurance: As per the rules of the Company
  - e) Motor Car: Provision of Chauffeur driven Car with fuel reimbursement.
  - f) Telephone/Mobile: Reimbursement of residential telephone bills at actuals.
  - g) One mobile phone for official purpose.
  - h) Entertainment Expenses: Reimbursement of entertainment expenses actually incurred for the business of the company.
  - i) Books & Periodicals: Reimbursement of expenditure of Books & Periodicals
  - j) Club fees: Fees of Clubs subject to maximum of two clubs (including admission and membership fees)
  - k) Leave encashment and other benefits as per rules of the Company.
  - l) Gratuity payable @ of half month's salary for each completed year of service.
3. Commission: Such remuneration by way of Commission, in addition to salary or perquisites, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the company as stipulated in Section 198 and 309 of the Companies Act, 1956. The Exact amount payable will be decided by the Board of Directors / Remunerations Committee, based on certain performance criteria and will be payable only after the Annual Accounts of the Company have been approved by the Board of Directors and adopted by the shareholders.
4. Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of the tenure of the appointee, the company has no profits or its profits are inadequate, the Company will pay salary and perquisites and allowances as specified above to Mr. Karun Jain as minimum remuneration which are in compliance with Schedule XIII of the Companies Act 1956 and other applicable provisions
5. Other Conditions: The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deems fit within the maximum amount payable to the Executive Director in accordance with Schedule XIII of the Companies Act, 1956 or any amendments made hereafter.

None of the Director except Mr. Karun Jain shall be considered to be interested or concerned in the resolution.

Your Directors recommends the resolution for your approval.

**By the Order of the Board**

**Place: New Delhi**

**Dated: 3rd August 2010**

**Sd/-  
Neera Chandak  
Company Secretary**

**VIRESH INFOTECNICS LTD.**

Registered Office: 508 Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001

ATTENDANCE SLIP : Extra Ordinary General Meeting

**To be handed over at the entrance of the meeting venue.**

Name of the attending member (In block letters) \_\_\_\_\_

Name of the proxy (in block letters to be filled in by Proxy attending instead of the member) \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Ledger Folio No. \_\_\_\_\_

Dp. Id No.\* \_\_\_\_\_

Client Id.\* \_\_\_\_\_

I hereby record my presence at the Extra Ordinary General Meeting on Friday the 3<sup>rd</sup> day of September, 2010, at 10.00 A.M. at Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park New Delhi-110019

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature

Shareholders/proxies are requested to bring the attendance slip with them. Duplicate slips will not be issued.

\*Applicable for investors holding shares in electronic form.

\*\* ABOVE SIGNATURES SHOULD TALLY WITH THE SPECIMEN SIGNATURES REGISTERED WITH THE COMPANY

\_\_\_\_\_  
Tear Here

**VIRESH INFOTECNICS LTD.**

Registered Office: 508 Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001

PROXY FORM

I/we \_\_\_\_\_ of \_\_\_\_\_  
being a member/Members of Viresch Infotecnics Ltd. hereby Appoint \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me /us on my/our behalf at the Extra Ordinary General Meeting on Friday the 3<sup>rd</sup> day of September, 2010, at 10.00 A.M. at Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park New Delhi-110019

No. of shares held: \_\_\_\_\_

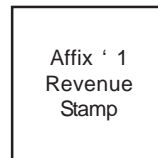
Ledger Folio No. \_\_\_\_\_

Dp. Id No.\* \_\_\_\_\_

Client Id.\* \_\_\_\_\_

Signature:

Date:



Note: Proxy form must reach the Company's Registered office not less than 48 Hours before the Meeting i.e. latest 1<sup>st</sup> of September, 2010 before 10.00. A.M. Proxy need not be a member of the company.

\*Applicable for investors holding shares in electronic form.

# BOOK - POST

*If undelivered please return to:*

**Visesh Infotecnics Limited**

508, Arunachal Building, 19 Barakhamba Road,  
Connaught Place

New Delhi-110 001

E-mail : [info@viseshinfo.com](mailto:info@viseshinfo.com)

URL : <http://www.viseshinfo.com>