



VIRESH INFOTECNICS LTD.

BOARD OF DIRECTORS

MR. PEEYUSH AGGARWAL	Chairman
MR. SUNIL KUMAR JAIN	Director
MR. S. N. SHARMA	Director
MR. ADESH JAIN	Director
MR. KARUN JAIN	Executive Director
MR. VIPIN GARG	Additional Director

COMPANY SECRETARY

MS. NIDHI SABHARWAL

STATUTORY AUDITORS

M/s RMA & ASSOCIATES
CHARTERED ACCOUNTANTS
48, First Floor, Hasanpur,
I.P. Extension
Delhi – 110 092,
Ph. No. 011 45261214
Email: pankajchanderca@gmail.com

REGISTERED & CORPORATE OFFICE

508, Arunachal Building,
19, Barakhamba Road, Connaught Place,
New Delhi-110001
Ph.: 011-47613300
Fax : 011-47613399
E-mail: info@viseshinfo.com
Website: www.viseshinfo.com

BRANCH OFFICES

BANGALORE

325, 3rd Floor, CMH Road, Indiranagar,
Bangalore – 560 038. Karnataka
E-mail: bangalore@viseshinfo.com

MUMBAI

102, Emerald Isle, Taluka Andheri,
Aarey Milk Colony,
Goregaon (East) Mumbai – 400 065.
E-mail: mumbai@viseshinfo.com

GURGAON

B 20-21 Sector-18, Electronics City,
HARTRON, Gurgaon (Haryana) 122 016
E-mail : gurgaon@viseshinfo.com

KOLKATA

150, Jodhpur Park,
Kolkata – 700 068, West Bengal

BANKERS

ALLAHABAD BANK
DBS BANK
BARCLAYS BANK
ICICI BANK

OVERSEAS OFFICES

Thailand

8/5 Sukhumvit 28 Klongton
Thailand.
Ph. : 662-261-6321

Noida

Omkam House
B-55, Sector-65,
Noida – 201 301
Uttar Pradesh



NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Company will be held on Wednesday, 28th day of September 2011 at 10.00 A.M. at the Auditorium at Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019, to transact the following business as:

ORDINARY BUSINESS

1. To consider and adopt the audited balance sheet of the company as at 31st March, 2011 and the audited profit & loss account for the period ended as on that date and the report of Auditor's and Directors' thereon.
2. To appoint a director in place of Mr. S.N. Sharma who retires by rotation and being eligible offers himself for reappointment.
3. To appoint statutory auditors and to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT M/s RMA & Associates, Chartered Accountants, New Delhi, Company's retiring statutory auditors, being eligible and offering themselves for reappointment, be and are hereby appointed as the Statutory Auditors of the Company to hold the office until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Vipin Garg who was appointed as an Additional Director of the company pursuant to the provision of the Section 260 of Companies Act, 1956 and hold office upto the date of this annual general meeting and in respect of whom the company has received a notice from a member under the provision of Section 257 of Companies Act, 1956, proposing the candidature of Mr. Garg for the office of director, be and is hereby appointed as director of the company, liable to retire by rotation."

Place: New Delhi
Dated: 2nd September 2011

By the Order of the Board
Sd/-
Nidhi Sabharwal
(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.**
2. 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 Annual General Meeting will not be allowed without the production of the "Attendance Slip" duly filled and signed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September 2011 to 28th September 2011 (both days inclusive).
4. The members may inspect the register of directors' shareholding maintained under section 307 of the Companies Act, 1956, at the venue of the twenty second annual general meeting and at the registered office of the Company.
5. Members desiring any information with regard to accounts and operations of the Company are requested to write to the Company atleast 10 days before the date of the meeting to enable the management to keep the information available at the meeting.



6. Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively have clarified that a company would be deemed to have complied with the provisions of Sections 53 and 219(1) of the Companies Act, 1956, if documents like notices, annual reports, etc. are sent in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2011, will be sent in electronic form to those members who have registered their e-mail address with their DP and made available to the Company by the Depositories. However, in case a member wishes to receive a physical copy of the said documents, he/she is requested to send an e-mail to info@viseshinfo.com, duly quoting his/her DP ID and Client ID or the Folio number, as the case may be. Members holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number. Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA. Please note that the said documents will also be uploaded on the website of the Company - www.viseshinfo.com.
7. All members are requested to intimate any changes in their address and e-Mail ID to the company/our Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.
8. The explanatory statement pursuant to section 173 (2) of the Companies Act, 1956, in respect of special business is annexed hereto.

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

The following explanatory statement sets out all material facts relating to the special business mentioned in the notice and forms part of the notice of the twenty second annual general meeting.

ITEM No. 4

Mr. Vipin Garg was appointed as an Additional Director of the company with effect from 14th February, 2011, pursuant to Section-260 of the Companies Act, 1956. Mr. Garg hold office of director upto the date of the Annual General Meeting. The Company has received notice in writing from a member along with a deposit of ₹ 500/- proposing the candidature of Mr. Vipin Garg for the office of director under the provisions of Section-257 of the Companies Act, 1956.

Your directors are of the view that company would be immensely benefited by the expertise, and guidance of Mr. Vipin Garg and therefore recommend for approval, the resolution contained in Item No. 4 of this Notice convening Annual General Meeting.

None of the directors other than Mr. Vipin Garg is concerned with or interested in the passing of this resolution

Place: New Delhi
Dated: 2nd September 2011

By the Order of the Board
Sd/-
Nidhi Sabharwal
(Company Secretary)

Information pursuant to clause 49 of the listing agreement regarding appointment of a new director or re-appointment of directors

S. N. Sharma, Independent Director

Mr. S.N. Sharma, aged 55 years, is a Science Graduate and a fellow member of the Institute of Chartered Accountants of India with his professional career spanning over 30 years, covering the key areas of finance, legal, strategic planning, project planning and execution. During his illustrious career he has held key positions with large corporate houses like the Oswal Group, Bhilwara group, Polar Group, Jumbo Global Ltd., DCM Group and Parasvnath Group. His multi faced professional acumen has been recognized at a Global level, through his nomination in the 30th edition of "Marquis Who's who in Finance and Industry" a USA based publication.



Companies (Other than VIL) in which Mr. S. N. Sharma holds directorship and committee memberships:

Name of the Companies	Nature of Interest	Committee Name & Position
Global IT Options Limited	Director	-
Inter World Digital Limited	Director	Audit Committee : Member Investor Grievance Committee : Member Remuneration Committee : Member
FCS Software Solutions Limited	Director	Audit Committee : Chairman Investor Grievance Committee : Chairman Remuneration Committee : Member
e-Vishes.com Limited	Director	-

Vipin Garg, Independent Director

Mr. Vipin Garg, CEO and Managing Director of Axis Convergence Pvt Ltd. and holding directorship in its two foreign subsidiaries viz Axis Convergence Inc, Mauritius and Greenwire Network Limited, Hong Kong, is a fellow member of Institute of Chartered Accountants of India. He is having 13 years of experience in the field of telecom and networking. From the starting of his carrier he has been involved in the projects of developing technology based solutions. First was the development of online accounting portal, thereafter he carried forward the work in the Mobile VAS domain and mobile data services wherein he has interacted with all mobile operators and media houses for the development of short code based mobile entertainment platform. He has further initiated the concept of Extended ERP system wherein mobile is used as a means of data input and retrieval from the ERP systems.



VISESH INFOTECNICS LTD.

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Twenty Second Annual Report of Visesh Infotecnics Limited together with the Audited Accounts of the Company, for the year ended 31st March, 2011.

FINANCIAL RESULTS

The Financial Results of the Company for the period under review are as follows: -

(₹ in lacs)

PARTICULARS	2010-11	2009-10
Income from Operations	17,675.12	12,463.74
Other Income	81.79	41.42
Total Income	17,756.91	12,505.16
Total Expenditure	16,209.61	10,998.48
PBID & Tax	1,547.30	1,506.68
Interest	275.78	368.25
Depreciation	1,098.24	947.93
Profit before Tax	173.28	190.50
Provision for Taxation	35.00	29.00
Deferred Tax	27.53	35.55
Profit After Tax (PAT)	110.75	125.95
Profit b/f from previous year	4,030.06	3,863.30
Balance Carried to Balance Sheet	4,139.60	4,030.05
Paid up Equity Share Capital	6,374.11	4,258.22
Reserve & Surplus	12,122.26	10,981.75

RESULTS OF OPERATIONS

Financial Year 2010-11 marked a strong resurgence in volume and demand growth. We are seeing a pickup in the market with discretionary spending increasing and technology customers starting to enhance investments in product development. Your Company's income from operations grew to ₹ 1767.51 million for the year ended March 31, 2011, which represents an increase of 42% over the previous year's ₹ 1246.37 million. Our Profit after Tax (PAT) for the year 2010-11 was ₹ 11.08 million as against the previous year's profit of ₹12.60 million.

DIVIDEND

In order to conserve the earnings so as to strengthen the business, your Directors' are not recommending any dividend for the period.

SHARE CAPITAL

During the year, 500,000 convertible warrants held by Mr. Peeyush Aggarwal were converted into equal number of equity shares. As a result of the above conversion the paid up equity share capital of the company was increased from ₹ 425,821,740/- to ₹ 430,821,740/-. Further your Company on 15.03.2011 allotted 20,658,916 equity shares of ₹ 10/- each to the shareholders of Positive Comsol Pvt. Ltd. consequent upon the sanction of Scheme of Amalgamation by the Hon'ble High Court of Delhi vide its order dt. 28.01.2011. Therefore the paid-up equity share capital of the company has been increased from ₹ 430,821,740/- to ₹ 637,410,900/-.



PUBLIC DEPOSITS

In terms of the provisions of section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits Rules) 1975, the Company has not accepted any fixed deposits during the year under review.

PREFERENTIAL ISSUE

In terms of the resolution passed under section 81 (1A) of the Companies Act, 1956 at the Extra Ordinary General Meeting of the Company held on 03.09.2010 and the in-principle approval received from NSE and BSE, the Board has allotted 22,00,00,000 convertible warrants to be converted into equal number of equity shares of ₹ 10/- each at a price of ₹ 10/- per warrant, in the Board meeting held on 30.10.2010 on preferential basis.

Pursuant to the allotment of convertible warrants, your company during the financial year 2010-11, has received money aggregating to ₹ 94.08 crores out of ₹ 220 crores. The sole objective for raising funds through this issue was to expand the company's operation in IT and ITeS. Recognising the benefits and potential of Information Technologies (IT) in the present scenerio, the company has embarked on an ambitious but achievable plan for setting up of IT Park and in order to achieve the same, the company has made advances to entities for setting up of IT Park.

GDR ISSUE

The funds raised by the Company from GDR issue during F.Y. 2007-08 were kept in fixed deposit account with Banco Efisa, Lisbon, Portugal, as the said amount was to be deployed in terms of INFORMATION MEMORANDUM of the GDR issue. During the F.Y. 2008-09 Banco Efisa wrongly adjusted an amount of USD 8,883,210.75 out of the balance lying in the Company's Account with the Bank. The Company has denied and disputed this debit and had initiated legal action under criminal jurisprudence of Portuguese Law, against Banco Efisa and other conniving accused, for siphoning of GDR funds. However, the Portugal Police Department (referred to as DIAP) has now archived the criminal complaint. Based on the evaluation of new documents received from DIAP and on the basis of Legal opinion from barristers, Senior Advocates and investigation carried out by financial experts in India, London and Portugal, the experts have opined that company has a strong case and your company should initiate further action not only in Portugal but also in London and India. Based on the expert advice of Barristers, Senior Advocates and Financial Experts, similar actions including civil remedies available to your company are being initiated in London as well as in India.

MERGERS & ACQUISITIONS

M/s Positive Comsol Pvt Ltd. got merged with the company in terms of the scheme of amalgamation being sanctioned by the Hon'ble High court of Delhi vide its order dt. 28.01.2011 and same being effective from 07.03.2011.

BOARD OF DIRECTORS

Mr. Vipin Garg is an Independent Director. He has been appointed as an additional Director of the company on 14.02.2011. As per the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received notice under Section 257 of the Act, proposing his appointment as Director of the Company. Resolutions seeking approval of the Members for the appointment of Mr. Vipin Garg as Directors of the Company have been incorporated in the Notice of the forthcoming Annual General Meeting along with brief details about him.

Mr. Shiv Nandan Sharma, Director retire from the Board of Director by rotation and being eligible offers himself for re-appointment. The Board has also received Form DD-A pursuant to the Companies (Disqualification of Directors under section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming that he is not disqualified under section 274(1)(g) of the Companies Act, 1956. Your Board recommends his re-appointment.

APPOINTMENT OF STATUTORY AUDITORS

M/s RMA & Associates, Chartered Accountants, Delhi, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to be re-appointed which, if made will be in accordance with section 224 (1B) of the Companies Act, 1956. Your Directors recommend their reappointment.

AUDITORS REPORT

In respect of the Auditors' Report, relevant notes forming part of the accounts and referred therein are self – explanatory.



CORPORATE GOVERNANCE

Your Company has been practicing the principles of good corporate governance. A detailed report on Corporate Governance and the certificate from the Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement are attached and form part of this Annual Report.

PARTICULARS OF EMPLOYEES

There is no employee who is in receipt of remuneration aggregating to the sum prescribed under section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of employees) Rules, 1975 as amended.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under clause 49(IV)(F) of the listing agreement is annexed to this report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Your Company is committed to follow a high standard of environmental protection and provision of a safe and healthy work place for our people, customers and visitors. Our operations are not energy intensive and every endeavour has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible. As energy costs comprise a very small part of our total expenses, the financial impact of these measures is not material. The company has not imported any technology during the year under review.

RESEARCH & DEVELOPMENT

Visesh has a dedicated business unit for Research & Development which delivers innovative solutions to clients and also fosters R&D within all business units to create intellectual property in the form of re-usable components, frameworks, etc., which help drive greater productivity. Company's research is mainly focused on enhancing outcomes that customers expect from IT as well as in Business. The company is carrying on R and D in multiple forms, but all of these are focused on better efficiency through continuous improvement in processes, systems methodologies and capabilities. Your company is committed to provide I.T. solutions that are innovative and continuously upgraded in keeping with emerging technology trends by a motivated workforce that includes R and D group, on time; all the time; resulting in maximizing stake holder's value. The company has been exerting itself in expanding the existing frameworks to incorporate evolving specifications and standards Your Company leverages its excellence in leading-edge solutions provider to continually enhance itself to additional complexity on account of technology growth & change.

We have continued to invest in some fundamental research with small budget from long term perspective. In order to excel at new operations and activities VIL stress is on continuous innovation and research, based on market requirements and customer expectations.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of foreign exchange earnings and outgo are as follows:

(₹ in Lacs)

	Year ended 31.03.11	Year ended 31.03.10
Foreign exchange earnings	NIL	284.79
Foreign exchange Outgo	45.42	58.86



DIRECTOR'S RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm that:

- In the preparation of annual accounts, the applicable accounting policies and standards have been followed;
- The accounting policies are consistently applied and reasonable, prudent judgment and estimates are made so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2010-2011 and of the profit and loss of the Company for that period;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- These annual accounts have been prepared on a 'going concern basis'.

ACKNOWLEDGEMENT

The Board takes this opportunity to thank all investors, bankers, customers, vendors, government organizations, staff and employees for their continued support to the company during the year and look forward to their support in all future endeavors.

For and on behalf of the Board of Directors

Sd/-

Peeyush Aggarwal

Chairman

Place : New Delhi

Date : 2nd September 2011

MANAGEMENT DISCUSSION AND ANALYSIS

As per the Clause 49 of the Listing Agreement

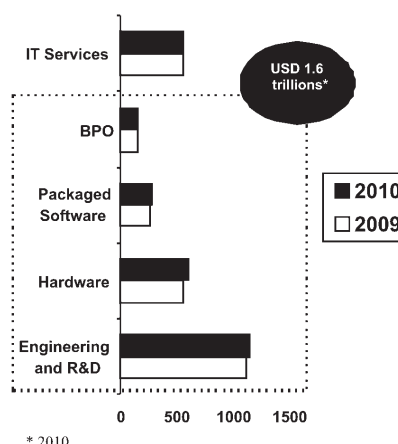
INDUSTRY OVERVIEW

The Information Technology (IT) Sector has been one of the hotshots of Indian economy. Poised to become a US\$ 225 billion industry by 2020, the Indian information technology (IT) industry has played a key role in putting India on the global map. Remarkable transformation and growth of the economy has created opportunities both in exporting software and services and in the domestic market. Year 2010 saw a shift from 'anxiety' to 'cautious optimism' across the world. The demand outlook for IT has remarkably improved. After negative growth in last year, the growth in global IT spends is expected to be in the range of 4-6% till 2014.

The IT-BPO sector has become one of the most significant growth catalysts for the Indian economy. In addition to fuelling India's economy, this industry is also positively influencing the lives of its people through an active direct and indirect contribution to various socio-economic parameters such as employment, standard of living and diversity.

India's fundamental advantages—abundant talent and cost—are sustainable over the long term. With a young demographic profile and over 3.5 million graduates and postgraduates that are added annually to the talent base, no other country offers a similar mix and scale of human resources. The industry has played a significant role in transforming India's image from a slow moving bureaucratic economy to a land of innovative entrepreneurs and a global player in providing world class technology solutions and business services, according to National Association of Software and Service Companies (NASSCOM).

Global Technology Spending grew by 4% outpaced by global sourcing growth of 10%





INDUSTRY PERFORMANCE AND PROJECTIONS

Despite the unprecedented global economic downturn, the Indian IT industry has weathered the storm well, and achieved the sustainable growth. While the larger players continue to lead growth, gradually increasing their share in the industry aggregate, several high-performing small and medium enterprises have also stood out. Growth in Indian information technology in the world market is primarily dominated by IT software and services, including system integration, IT consulting, application management, custom applications, infrastructure management, software testing and web development.

One of the major beneficiary countries of the global sourcing trend continues to be India whose expertise and capability in the area of Information Technology (IT) and Information Technology Enabled Services (ITeS) has made it a leading destination for global corporations looking for technology partners. The Indian IT & ITeS Sector has grown considerably over the last decade to contribute over 6% of the country's GDP.

The Indian domestic IT market continues to grow in 2010-11. IT services is one of the fastest growing segment in the Indian domestic IT market. India now has a 62% share of the global technology services market (IT Services, Engineering Services and R&D) of about \$58 billion and a 32% share of the Global Business Outsourcing market of about \$37 billion. Growth in domestic BPO revenues by 2020 is expected to expand seven-folds to reach \$15-17 billion by 2020. The share of emerging markets in total exports has increased from 9.4 per cent in 2009-10 to 9.7 per cent in 2010-11.

The spectacular growth performance in the IT BPO industry in the last decade has helped the industry contribute substantially to India's GDP. The IT-BPO industry has attracted more than 10 per cent of total FDI flowing into India. The industry also led in the development of the Indian organizations as global multinationals, with over 400 delivery centers (outside India), the industry has presence in 52 countries, and 200 cities with more than 10 organizations listed on overseas stock exchanges and more than 400 Fortune customers.

VISESH OPERATIONS & FUTURE OUTLOOK

Your company provides high quality services to the end users on a broad range of hardware & software platforms and latest technologies. The Company has carved a niche for itself in the IT industry and has increased its business by acquiring some major domestic projects.

Company has been instrumental in providing multiple services to the Governments of various states viz. Delhi, Haryana, Punjab and Andhra Pradesh etc. The e-Governance team of the company has developed a Technology Infrastructure and Solution platform to deliver end-to-end technology services. Company's win in a project of nation-wide importance namely 'Aadhar' which is Government of India's **Unique Identification (UID)** project is testimony of its strong domain expertise within range of its Services.

Your company is certified & complies with the regulatory requirements of **SCOSTA (Smart Card Operating System Standard for Transport Application)** as laid down by National Informatics Centre, Government of India. Thereby it has been awarded a contract by Andhra Pradesh Transport Department (APTD) to supply 64K Smart Card on rate contract basis.

Visesh' products and platforms are branded as:

- ❖ The Company's Infrastructure Services Division "**InfraServe™**" has continued to record growth through its focus on design, deployment and maintenance of robust & reliable network architecture from global leaders in IT equipment and software.
- ❖ **BusinessSoft™** is widely deployed in the Service, Pharmaceutical, Manufacturing, Chemical and Sales & Distribution segments. It applies the power of information technology to VIL clients' business issues and drives their business processes with greater efficiency, accuracy and predictability.
- ❖ **BusinessPro™** automates critical functions of a manufacturing organization and can deploy enterprise wide applications that are integrated, scalable and reliable. It makes data available across the enterprise to enable better decisions, faster.
- ❖ **powerPro™** is a ready to implement ERP product for the SMB (Small & Medium Business) segment, which packs in all the features that such a business would require at a low initial price along with an implementation time frame of less than a month.



- ❖ **V-APPS™** is Vivesh customised Software Development Division, which provides development services on web-based and client-server technologies.
- ❖ **SignDomains.com™** is India's first ICANN Accredited domain registrar which offers on-line domain registration of top level domains (TLD) including .com .net .org .info .biz .in etc. SignDomains.com has several corporate, large portals, resellers and end-users as its clientele.
- ❖ **InfraSurf™** offers web-hosting solutions on VIL dedicated servers located in server farms and data centers in India and the US. Value added services like SMS, payment gateways, messaging, e-identity management, e-commerce are available for corporate clients and other businesses.

During the year the company entered into telecom business which includes dealing in mobile handsets, its accessories, parts etc. Positive Comsol Pvt. Ltd., a company engaged in the business of providing mobile marketing solutions for corporate use, and commercial solutions to attract mobile consumers, got merged with the company and it helped us reinvent ourselves both externally and internally to take advantage of the projected growth in this field.

OPPORTUNITIES, THREATS, RISKS & CONCERNS:

The Indian software industry epitomizes all that market forces and liberalization can bring to a rather insulated economy. Expanding market opportunities, exponential growth prospects, access to the latest technology, increased income levels, better corporate governance etc have been some of the key benefits that this industry has witnessed over the years.

Changing economic and business conditions and rapid technological innovation are creating an increasingly competitive market environment that is driving corporations to transform their operations. Consumers of products and services are increasingly demanding accelerated delivery times and lower prices. Companies are focusing on their core competencies and are using outsourced technology service providers to adequately address these needs. The role of technology has evolved from supporting corporations to transforming them. There is an increasing need for highly skilled technology professionals in the markets in which we operate. These factors have increased corporations' reliance on their outsourced technology service providers and are expected to continue to drive future growth for outsourced technology services

India is a preferred destination for companies looking to offshore their IT and back-office functions. It also retains its low-cost advantage and is a financially attractive location when viewed in combination with the business environment it offers and the availability of skilled people.

The Indian software firms today, have to compete on two fronts; at the global market – as majority of its revenue comes from exports and at the growing domestic market. The intense level of global competition faced is a huge push factor for enhancing firm-level competitiveness. This has compelled the firms to constantly increase performance standards in many dimensions, including quality, cost, product introduction time, and smooth flowing operations. At the domestic front, both competition and cooperation are witnessed. As the domestic market grows, the inter-firm competitiveness is getting stiffer but the regulated trade environment leads to many synergetic alliances as well.

Following is a SWOT analysis of the factors shaping the competitive position of the company in the domestic as well as global arena:

STRENGTHS:

We believe our competitive strengths include leadership in sophisticated solutions that enable our clients to optimize the efficiency of their business, commitment to superior quality and process execution, strong brand and long-standing client relationships, status as an employer of choice, ability to scale and last but not the least innovation.

WEAKNESSES:

Global IT Service and consulting companies are expanding operations in India, thereby posing a constant threat to the company's established supremacy in the ERP segment..



OPPORTUNITIES:

We seek to further strengthen our position as a leading global technology services company by successfully differentiating our service offerings and increasing the scale of our operations. To achieve these goals, we seek to increase business from existing and new clients, expand geographically, continue to invest in infrastructure and employees and enhance our engagement models and offerings, try to develop deep industry knowledge and enhance brand visibility. Most importantly, we pursue alliances and strategic acquisitions for obtaining synergy benefits.

THREATS:

In the future, we expect competition from firms establishing and building their offshore presence and firms in countries with lower personnel costs than those prevailing in India. However, we recognize that price alone cannot constitute a sustainable competitive advantage. We believe that the principal competitive factors in our business include the ability to effectively integrate onsite and offshore execution capabilities to deliver seamless, scalable, cost effective services; increase scale and breadth of service offerings to provide one-stop solutions; provide industry expertise to clients' business solutions; attract and retain high-quality technology professionals and maintain financial strength to make strategic investments in human resources and physical infrastructure through business cycles.

We believe we compete favorably with respect to these factors. We intend to continue to grow our business by enhancing our existing relationship and increasing the scope of engagements with our clients by providing tangible business values to our customers.

Risks & Concerns

- ❖ Our revenues are highly dependent upon a small number of clients, and the loss of any one of our major clients could significantly impact our business.
- ❖ Our client contracts are often conditioned upon our performance, which, if unsatisfactory, could result in less revenue than previously anticipated.
- ❖ Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus.

ROAD AHEAD

The Indian information technology sector continues to be one of the sunshine sectors of the Indian economy showing rapid growth and promise.

According to a report prepared by McKinsey for NASSCOM called 'Perspective 2020: Transform Business, Transform India', the exports component of the Indian industry is expected to reach US\$ 175 billion in revenue by 2020. The domestic component will contribute US\$ 50 billion in revenue by 2020. Together, the export and domestic markets are likely to bring in US\$ 225 billion in revenue, as new opportunities emerge in areas such as public sector and healthcare and as geographies including Brazil, Russia, China and Japan opt for greater outsourcing.

The strong demand for electronic hardware and software in India has been fuelled by a variety of drivers including the high growth rate of the economy, emergence of a vast domestic market catering to the new generation of young consumers and a thriving middleclass populace with increasing disposable incomes. The industry is likely to continue growing from strength to strength, as local players incorporate best in class practices from global counterparts whilst retaining their edge in terms of lower cost of labor and focused governmental investments.

The Indian IT sector has also built a strong reputation for its high standards of software development ability, service quality and information security in the foreign market- which has been acknowledged globally and has helped enhance buyer confidence. The industry continues its drive to set global benchmarks in quality and information security through a combination of provider and industry-level initiatives and strengthening the overall frameworks, creating greater awareness and facilitating wider adoption of standards and best practices.



The IT industry is expected to indirectly benefit from Government projects such as UIDAI, which computerization of commercial taxes in states. Indeed, the Government has also identified growth of this sector as a thrust area as there remains great expectation for significant growth given the fairly low levels of penetration of technology among the 1.1 billion populations.

SEGMENT WISE PERFORMANCE

The company is mainly operating in two segments:

IT Solutions & Products.

IT enabled Services.

Segment wise revenues are provided in Notes on Accounts forming part of Annual Report.

INTERNAL CONTROL SYSTEM

We have an audit committee which oversees the financial and operating reporting processes and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible. The audit committee also reviews with management and statutory auditor the adequacy of internal control systems, compliance, etc. The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use or losses, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well defined delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down.

HUMAN RESOURCE AND DEVELOPMENT

Creating teams of competent and committed people across all business functions and level has always been the prime focus. The Company considers the quality of its human resources to be its most important asset and fosters an environment that encourages and values diversity and promotes personal and professional development of employees. The focused approach towards organizational structuring enabled us to establish clearer communication channels and responsibility centers throughout the organization.

In a knowledge centric world people are clearly the key assets of the company and hence employee engagement and management is a key focus for your company with process and policies aligned to enable employees to meet their career objectives. We have created a favourable work environment that encourages innovation and meritocracy. We believe that a satisfied employee can actually be the differentiating factor in the struggle to gain market share, to deliver customer delight, to innovate product and services and, ultimately, to deliver a better bottom line. We promote thought, stimulate discussion, diagnose the organizational environment and develop a sound human resource management strategy for our organization by providing continuous learning opportunities and training to our associates.

Your company is privileged to have the right blend of professionals both in field of technical & other professional areas. Dedication, a positive attitude, skills and professionalism have always been the feature of our workforce at all levels of organization.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing company objectives, projections, estimates may be 'forward looking statements' within the meaning of the applicable security laws and regulations.

Actual results could differ materially from those expressed or implied, depending upon economic conditions, changes in Government regulations and policies, demand, supply and price conditions, political and economic developments within and outside the country and various incidental factors.

The company assumes no responsibility to publicly amend, modify, or revise any forward looking statements, on the basis of any subsequent developments, information or events.



REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Visesh looks upon good corporate governance practices as a key driver of sustainable corporate growth and long-term shareholder value creation. Good corporate governance is about enhancing value for all our stakeholders. In line with this philosophy, your Company follows healthy Corporate Governance practices and reports the same to the shareholders.

The company will continue to focus on its resources, strengths and strategies to achieve its vision, of becoming a truly global software company, while upholding the core values of transparency, integrity, honesty, and accountability, which are fundamental to the Visesh. The company is in compliance with the requirements of the guidelines on corporate governance stipulated under clause 49 of the Listing Agreement with the Stock Exchange.

BOARD OF DIRECTORS

The Company has an optimal combination of Executive and Non-Executive Directors and the composition of Board of Directors is in conformity with clause 49 of the Listing Agreement, as amended from time to time. As at March 31, 2011, the total strength of the Board of Directors was 6 (Six). The Company has a Non-Executive Chairman, who is a professional Director in his individual capacity but belongs to the Promoter Group and the number of independent directors are 4 which is more than half of the total strength of the Board as required by the provisions of the Listing Agreement. The number of Non-Executive Directors are 5 which is more than 50% of the total number of Directors.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees as specified in clause 49. Necessary disclosures regarding Committee positions have been made by the Directors.

The name and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the number of Directorships and Committee Memberships held by them during the year are given below. Other Directorships do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship/ membership of the Board Committees include membership of Audit, and Shareholders/ Investors Grievance Committees excluding that of Visesh Infotecnics Ltd.

STATEMENT SHOWING THE COMPOSITION OF BOARD AND OTHER STATUTORY & RELEVANT INFORMATION

S. No	Name of Director	Positions	Category	Attendance		No. of Directorships in other public companies	No. of Committee positions held in other public companies	
				Board Meeting	Last AGM		As Chairman	As Member
1.	Sh. Peeyush Aggarwal DIN 00090423	Chairman	Non- Executive & Dependent	14	Yes	6	-	4
2.	Sh. Sunil Kumar Jain DIN 00010695	Director	Non- Executive & Independent	11	Yes	3	-	3
3.	Sh. S.N Sharma DIN 00336736	Director	Non- Executive & Independent	11	Yes	4	2	4
4.	Sh. Adesh Jain DIN 00366638	Director	Non- Executive & Independent	12	Yes	1	1	1
5.	Sh. Karun Jain DIN 00077035	Executive Director	Executive & Non Independent	14	Yes	1	-	-
6.	Sh. Man Mohan Gupta* DIN 00161861	Director	Non- Executive & Independent	3	No	1	-	-
7.	Sh. Vipin Garg** DIN 00157111	Additional Director	Non- Executive & Independent	1	NA	-	-	-

* Mr. Manmohan Gupta, Director of the company ceased to be the director of the company w.e.f. 15.03.2011

** Mr. Vipin Garg was appointed as an additional Director of the company on 14.02.2011

The non-executive Directors have no material pecuniary relationship or transaction vis-à-vis the Company in their personal capacity during the year.



BOARD MEETINGS

14 Board meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

April 17, 2010, May 14, 2010, June 4, 2010, July 22, 2010, August 3, 2010, August 14 2010, August 26, 2010, September 1, 2010, October 4, 2010, October 30, 2010, November 13, 2010, December 27, 2010, February 14, 2011, March 15, 2011.

COMMITTEES OF BOARD OF DIRECTORS

A. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of clause 49 of the listing Agreements with the Stock Exchanges read with section 292A of the Companies Act, 1956. The committee is headed by an Independent Director.

The terms of reference of the Audit Committee are broadly as under:

- Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post- audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report, including quarterly/ half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board.
- Reviewing the company's financial and risk management policies.
- Disclosure of contingent liabilities.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.

COMPOSITION

During the year under review the Audit Committee of the Company comprises of the following:

Mr. Adesh Jain	Chairman
Mr. Peeyush Aggarwal	Member
Mr. S. N. Sharma	Member
Ms. Nidhi Sabharwal	Secretary

The Committee met on 14-05-2010, 14-08-2010, 31-08-2010, 13-11-2010 and 14-02-2011.

The necessary quorum was present at all the meetings.

B. REMUNERATION/COMPENSATION COMMITTEE:

The broad terms of reference of the Remuneration Committee are as under:

- ❖ To approve the Annual Remuneration Plan of the Company.
- ❖ To approve Remuneration and commission/ incentive remuneration payable to the Managing Director / Executive Director for each financial year.
- ❖ Such other matter as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

The Remuneration Committee comprises of the following members:

Mr. Adesh Jain	Chairman
Mr. Peeyush Aggarwal	Member
Mr. S. N Sharma	Member



VIRESH INFOTECNICS LTD.

The Company has paid ₹ 17,87,404/- (Rupees Seventeen Lacs Eighty Seven Thousand Four Hundred and Four Only) to Mr. Karun Jain, Executive Director during the year under review.

C. SHARE TRANSFER COMMITTEE:

In compliance with provisions of clause 49 of the Listing Agreement, the Company has a duly constituted Share Transfer Committee. Meetings of the Committee held at regular interval with regard to the volume of transfer requests received by the company.

Share Transfer committee comprises of following members:

Mr. Peeyush Aggarwal	Chairman
Mr. Adesh Jain	Member
Mr. Karun Jain	Member
Ms. Nidhi Sabharwal	Secretary

D. INVESTOR GRIEVANCES COMMITTEE

Investor Grievances Committee comprises of following members:

Mr. Peeyush Aggarwal	Chairman
Mr. Adesh Jain	Member
Mr. Karun Jain	Member
Ms. Nidhi Sabharwal	Secretary

During the year under review 1 complaint was received by the Company from the shareholder. The same was redressed promptly to the satisfaction of the shareholder. Generally, the types of Investors Complaints/ requests received by the company are for demat, issue of duplicate share certificate, transfer of shares, change of address etc.

DETAILS OF GENERAL BODY MEETING

Annual General Meetings for the Last Three Years:

Date	Location	Time	No of Special Resolutions passed
29-09-2010	Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019	10:00 A.M.	0
29-09-2009	Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019	10:00 A.M.	0
30-09-2008	Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019	10:00 A.M.	0

DISCLOSURES

- There are no materially significant related party transactions of the company, which have potential conflict with the interest of the company at large.
- Company has fulfilled all statutory compliances and there were no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to Capital markets during the last three years.
- The Company has complied with all the mandatory requirements of Corporate Governance, as required under the Listing Agreement.



MEANS OF COMMUNICATION

The quarterly, half-yearly, and annual results of the company are regularly published in one widely circulated English newspaper and one in Hindi Newspaper. The said results are also promptly forwarded to the stock exchanges where the shares of the company are listed as per the listing agreement. Further the said results are also uploaded on company's website www.viseshinfo.com. The website also displays the shareholding pattern of the company in each quarter and report on corporate governance alongwith all official news releases issued by the company from time to time.

The notice of AGM along with Annual Report is sent to the shareholders well in advance of the AGM. The gist of the notice is also published in newspapers. In addition, the Stock Exchange is notified of any important developments that may materially affect the working of the company. Disclosure with regard to the shareholding pattern, change in major shareholding, quarterly secretarial audit reports etc. are also sent to the Stock Exchange as required under various Regulations.

GREEN INITIATIVE –STEP TOWARDS SUSTAINABLE DEVELOPMENT

The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by companies through electronic mode. In accordance with such circular, Companies can now send various notices/documents/Annual Report (including Notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc) to their shareholders through electronic mode at e-mail id of the shareholders registered with the Depository through their Depository Participants and/or with the Company. It is a welcome move by the Ministry towards the society at large, as this will trim down paper spending to a great level and allow public to contribute towards a greener surroundings and is a great step to promote sustainable development.

Your Company has also decided to cope with Sustainable Development by providing a golden opportunity to its shareholder to receive abovesaid communication on their registered e-mail id through electronic mode. The shareholders, who have so far opted for it, will be provided these documents in electronic mode and further, the copy of such documents shall also be available on the website of the Company i.e. www.viseshinfo.com.

You are also entitled to be furnished, a physical copy of the above documents of the Company on demand. The Company shall furnish the same upon receipt of a requisition at any time. In case you wish to receive a hard copy, please contact us at info@viseshinfo.com. In case you do not opt for receiving document in physical form, as stated above, it shall be deemed that you have consented to receive the document electronically by e-mail.

CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

CEO/CFO CERTIFICATION

A Certificate from the Executive Director and Head (F&A) on the financial statement of the Company was placed and considered by the Board.



VIRESH INFOTECNICS LTD.

GENERAL SHAREHOLDER'S INFORMATION

I. DATE, TIME, VENUE OF ANNUAL GENERAL MEETING FOR THE YEAR 2010-11:

28th September 2011 at 10.00 A.M. at Auditorium, Bipin Chandra Pal Memorial Trust, A-81, Chittranjan Park, New Delhi-110019

II. FINANCIAL YEAR

Financial year : 1st April to 31st March
Financial year (during period under review) : 1st April 2010 to 31st March 2011
First Quarter : 1st April, 2010 to 30th June, 2010
Second Quarter : 1st July, 2010 to 30th September, 2010
Third Quarter : 1st October, 2010 to 31st December, 2010
Fourth Quarter : 1st January, 2011 to 31st March, 2011

III. REGISTRAR & SHARE TRANSFER AGENTS (RTA)

Name	Address	Contact
MAS Services (P) Ltd.	T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020	Tel no. : 011-26387281-83 Fax : 011- 26387384 e-Mail : mas_serv@yahoo.com

IV. LISTING OF SHARES/ GDRs

Shares/ GDRs of the company are listed on following stock exchanges:

Name	Address	Stock Code
National Stock Exchange of India Ltd.	Exchange Plaza, Bandra, Kurla Complex, Bandra(E) Mumbai-400051	VIRESHINFO
Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001	532411
Singapore Exchange Securities Trading Limited	2 Shenton Way NO. 19-00 SGX Centre 1, Singapore-068804	033312989 (Common Code)

V. WITH EFFECT FROM 28TH AUGUST, 2000 THE SHARES OF VIRESH INFOTECNICS LIMITED ARE TRADED IN DE-MAT FORM ONLY:

ISIN Code No. : INE861A01017

The GDRs of the company admitted on official list of Singapore Stock Exchange on 26th December 2007

ISIN Code for Visesh GDRs US92829H1086

VI. BOOK CLOSURE

PERIOD		PURPOSE
FROM	TO	
25 th September 2011	28 th September 2011	ANNUAL GENERAL MEETING



Address 508, Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110001
 Telephone 91-11-47613300
 Fax 1-11-47613399
 E-Mail info@viseshinfo.com

Ms. Nidhi Sabharwal, Company Secretary.

The monthly high and low quotations and volume of shares traded at National Stock Exchange of India Limited (NSE) & Bombay Stock Exchange Limited (BSE) are as follows:

Financial Year April 2010 to March 2011	National Stock Exchange of India Limited		
	High ₹	Low ₹	No. of shares traded
April 2010	7.10	5.65	7,79,190
May 2010	6.55	5.25	4,95,458
June 2010	6.75	5.40	6,48,123
July 2010	9.35	5.90	34,70,408
August 2010	10.70	7.55	68,57,688
September 2010	13.65	9.35	25,01,680
October 2010	12.85	9.45	4,53,442
November 2010	12.20	8.55	3,24,495
December 2010	9.40	7.30	2,47,864
January 2011	9.35	6.70	2,64,968
February 2011	9.70	6.30	4,68,433
March 2011	8.65	6.40	1,56,197

Financial Year April 2010 to March 2011	Bombay Stock Exchange Limited		
	High ₹	Low ₹	No. of shares traded
April 2010	8.20	5.60	6,86,424
May 2010	6.99	5.41	5,20,872
June 2010	6.90	5.35	4,83,850
July 2010	9.35	5.87	25,23,681
August 2010	10.69	8.21	54,19,704
September 2010	13.69	9.20	85,98,304
October 2010	13.15	9.42	17,60,617
November 2010	12.29	8.65	11,48,772
December 2010	9.46	7.24	11,94,088
January 2011	9.46	6.80	15,79,268
February 2011	9.46	6.40	6,84,921
March 2011	9.40	7.52	5,09,001



X. Dematerialization of Shares:

Pursuant to an agreement with the NSDL and CDSL, the shareholders have the option to dematerialize their shares with either of the depositories. Equity shares of the company are actively traded at National Stock Exchange & Mumbai Stock Exchange.

Status of issued capital as on 31st March 2011:

Total issued capital	No. of shares	% of total capital
Demat Form	42734303	67.04%
Physical Form	21006787*	32.96%
TOTAL	63741090	100.00%

* Out of 2,10,06,787 equity shares held in physical form as on 31.03.2011, 2,06,58,916 got dematerialized on 26th May, 2011. Therefore 3,47,871 equity shares are left in Physical form which amount to 0.55% of the total equity base of the company.

XI. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2011:

Share holding of Nominal Value of ₹	No. of shareholders	% to total no. of shareholders	Amount in ₹	% to total shareholding
Upto 5000	12858	75.211	23,177,910	3.636
5,001-10,000	1903	11.131	16,432,410	2.578
10,001-20,000	947	5.539	15,204,040	2.385
20,001-30,000	358	2.094	9,367,740	1.470
30,001-40,000	154	0.901	5,722,120	0.898
40,001-50,000	192	1.123	9,238,550	1.449
50,001-1,00,000	301	1.761	22,817,180	3.580
1,00,001 and above	383	2.240	535,450,950	84.004
TOTAL	17096	100.000	637,410,900	100.000

XII. SHAREHOLDING PATTERN AS ON 31ST MARCH 2011:

Category	No. of shares	% of total
A. Promoters	30,512,203	47.870
B. Non-Promoter holding		
i. Banks, FI's, Mutual Funds, Insurance Companies (central/state govt. institutions/non govt. institutions)	4,250	0.007
ii. Private corporate bodies	5,817,504	9.126
iii. Indian public	19,935,437	31.275
iv. NRI's / OCB's	453,292	0.711
v. Foreign Investor	6,489,524	10.181
vi. Clearing member	528,880	0.830
TOTAL	63,741,090	100.000



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Vivesh Infotecnics Ltd.

We have examined the compliance of conditions of Corporate Governance by Vivesh Infotecnics Ltd. for the financial year ended 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of management. Our Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that as per the report given by the Registrars of the Company to the Investors Grievances Committee, as on March 31, 2011, there were no investor grievance matters against the Company remaining unattended/ pending for more than 30 days.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RMA & Associates
Chartered Accountants
Firm Registration No. 000978N

Sd/-
Pankaj Chander
Partner

Place: New Delhi
Date : 2nd September 2011

Confirmation of compliance of Code of Conduct and Ethics

I declare that all Board Members and Senior Management have individually affirmed compliance with the code of business conduct and ethics adopted by the company during the year 2010-11. This code of conduct is available on the company's website.

Place : New Delhi
Date : 2nd September 2011

Sd/-
Peeyush Aggarwal
Chairman



AUDITOR'S REPORT

To
THE MEMBERS OF
Visesh Infotecnics Limited
New Delhi.

We have audited the attached Balance Sheet of **Visesh Infotecnics Limited as at March 31, 2011** and also the Profit & Loss Account and cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We concluded our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting, the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. As required by the Companies (Auditor's Report) Order, 2003 (amended) issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose annexure on the matters specified in the paragraphs 4 and 5 of the said Order.
2. Attention is invited to note no 11 of schedule XVIII of the financial statement, consequential effect of adjustment of fund by Banco Efisa, Lisbon Portugal, has not been taken in the books of accounts, resulting thereof and in our opinion bank balance of the company is overstated by USD 8,883,210.75 (₹ 350,977,439/- value in INR as on 31st March, 2011)
3. Further to our comments in the Annexure referred in Paragraph 1 above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.
 - iii) The Balance Sheet and Profit & Loss Account referred to by this report are in agreement with the books of Accounts.
 - iv) In our opinion, the Balance Sheet and Profit & Loss Account comply with the accounting Standards as referred to in Section 211 (3C) of the Companies Act 1956.
 - v) We have no observation or comments that have adverse affect on the functioning of the company.
 - vi) On the basis of written representation received from the Directors and taken on record by the Board of Directors, we report that none of the Directors of the company are disqualified from being appointed as Director of the company under Section 274 (1) (g) of the Companies Act 1956.
 - vii) Subject to para No. 2 above, in our opinion and to the best of our information and according to the explanations given to us, the accounts read together with notes on accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In case of Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
 - b) In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date.
 - c) In the case of cash flow statement, of the cash flows for the year ended on that date.

for M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N
Sd/-
Pankaj Chander
Partner
M. No. 089065

Place : New Delhi
Dated : 2nd September 2011



ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph (1) of our report of even date to the members of VIRESH INFOTECNICS LIMITED for the year ended 31.3.2011).

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification and same have been properly dealt with in the books of accounts.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered into the register maintained under Section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees Five Lacs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (iv) As per our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) In our opinion and according to the information and explanations given to us, the Company has not taken deposit under section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules 1975 with regard to the deposits accepted from the public and any other relevant provision of the Act.
- (vi) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
- (b) According to the information and explanations given to us, no undisputed dues in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues were outstanding at the year end for a period of more than six months from the date they became payable except a) Dues of Income Tax ₹ 5,104,827/- related to A.Y. 2005-06 against this ₹ 4,000,000/- deposited under protest with Income-tax Authorities, b) ₹ 1,245,589/- related to A.Y. 2006-07 and c) ₹ 43,851,395/- related to A.Y. 2008-09 against this ₹ 1,000,000/- deposited under protest with income-tax Authorities. In respect of A.Y. 2005-06 & 2006-07, appeals of the Company, are pending before the Commissioner of Income Tax (Appeals), Bangalore and for the A.Y. 2008-09 an appeal is pending before the Commissioner of Income Tax (Appeals) XIX, New Delhi.



VISESH INFOTECNICS LTD.

- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company did not have outstanding dues to any financial institutions and did not have any outstanding debentures during the year.
- (x) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xi) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xii) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiii) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xiv) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xv) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xvi) According to the information and explanations given to us, the company has made preferential allotment of convertible warrants to the following companies covered in the register maintained under section 301 of the Act:

S.No.	Name of the Company	No. of Convertible warrants
1	Omkam Global Capital Private Limited	27,200,000
2	Omkam Securities Private Limited	22,000,000
3	Omkam Capital Markets Private Limited	31,000,000

- (xvii) According to information and explanations given to us, during the period the company has not issued any Debentures.
- (xviii) The Company has not raised money by way of public issue during the year.
- (xix) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

Place : New Delhi
Dated : 2nd September 2011

for M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N
Sd/-
Pankaj Chander
Partner
M. No. 089065

VIRESH INFOTECNICS LTD.



BALANCE SHEET AS AT 31st MARCH, 2011

Amount in ₹

PARTICULARS	SCHEDULE	AS AT 31.03.2011	AS AT 31.03.2010
SOURCE OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	I	637,410,900	553,706,740
Fully Convertible Warrants (Money Received Against Warrants) (Refer to Point No. 2 of Sch. XVIII)		940,782,500	5,000,000
Reserves & Surplus	II	1,212,226,347	1,098,175,146
LOAN FUNDS			
Secured Loans	III	166,272,000	193,842,889
Unsecured Loans	IV	142,814,402	5,365,936
Deferred Tax Liability		133,988,170	127,712,809
Total		3,233,494,319	1,983,803,520
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	V	1,127,864,058	965,726,187
Less: Depreciation		472,272,228	353,587,350
Net Block		655,591,830	612,138,837
Capital Work in Progress (including advance for IT Park)		1,684,298,425	2,339,890,255
			608,121,641
			1,220,260,478
INVESTMENTS			
	VI	4,154,658	4,154,658
CURRENT ASSETS, LOANS AND ADVANCES			
Stock-in-Hand	VII	538,631	1,018,768
Sundry Debtors	VIII	588,538,390	594,509,902
Cash and Bank Balances	IX	361,959,351	376,178,834
Loans and Advances	X	42,085,118	43,832,370
TOTAL CURRENT ASSETS (A)		993,121,490	1,015,539,874
Less: CURRENT LIABILITIES AND PROVISIONS			
	XI		
Current Liabilities		93,511,041	243,736,556
Provisions		10,200,263	12,414,937
TOTAL CURRENT LIABILITIES (B)		103,711,304	256,151,493
NET CURRENT ASSETS (A-B)		889,410,186	759,388,381
MISCELLANEOUS EXPENDITURE			
(To the extent not written off or adjusted)	XII	39,220	-
Total		3,233,494,319	1,983,803,520
Significant Accounting Policies			
Notes to the Accounts			
	XVII		
	XVIII		

AS PER SEPARATE REPORT OF EVEN DATE ATTACHED

For M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N

FOR & ON BEHALF OF THE BOARD

Sd/-
PANKAJ CHANDER
PARTNER
M. No. 089065

Sd/-
PEEYUSH AGGARWAL
CHAIRMAN

Sd/-
KARUN JAIN
EXECUTIVE DIRECTOR

Place : New Delhi
Dated : 2nd September 2011

Sd/-
NIDHI SABHARWAL
COMPANY SECRETARY



VIRESH INFOTECNICS LTD.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011

Amount in ₹

PARTICULARS	SCHEDULE	FOR THE YEAR ENDED 31.03.2011	FOR THE YEAR ENDED 31.03.2010
INCOME			
Income from Operations		1,767,511,608	1,246,374,131
Other Income	XIII	8,179,032	4,141,548
Increase/(Decrease) in Stock		(480,137)	(1,525,346)
Total		1,775,210,503	1,248,990,332
EXPENDITURE			
Purchase of Goods & Services		1,598,914,295	1,069,989,971
Employees Remuneration and Benefits	XIV	12,046,414	15,558,922
Administrative, Selling and other Expenses	XV	9,487,524	12,661,423
Financial Charges	XVI	27,577,573	36,824,907
Depreciation/Amortisation		109,824,081	94,792,653
Miscellaneous Expenses written off		32,720	112,133
Total		1,757,882,607	1,229,940,010
Profits for the year before Tax		17,327,896	19,050,323
Less:			
Provision for Taxation			
-Current		3,500,000	2,900,000
-Deferred		2,752,892	3,555,201
Profit for the year after Taxation		11,075,004	12,595,121
Prior Period Adjustments		(120,738)	149,331
Income Tax for Earlier Years		-	3,930,680
Add :		10,954,266	16,675,133
Profit brought forward from previous year		403,005,666	386,330,533
Amount Available for Appropriations		413,959,932	403,005,666
APPROPRIATIONS			
Balance carried to Balance Sheet		413,959,932	403,005,666
Total		413,959,932	403,005,666
Earning per share – Basic		0.17	0.39
Earning per share – Dilluted		0.13	0.39

Significant Accounting Policies

Notes to the Accounts

**AS PER SEPARATE REPORT
OF EVEN DATE ATTACHED**

**For M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N**

FOR & ON BEHALF OF THE BOARD

Sd/-
PANKAJ CHANDER
PARTNER
M. No. 089065

Sd/-
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EXECUTIVE DIRECTOR

Place : New Delhi
Dated : 2nd September 2011

Sd/-
NIDHI SABHARWAL
COMPANY SECRETARY

VIRESH INFOTECNICS LTD.



SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31-03-2011

Amount in ₹

PARTICULARS	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 'I' - SHARE CAPITAL		
Authorised		
286640000 Equity Shares of ₹ 10/- each (Previous Year 50,000,000 Equity Shares of ₹ 10/- each)	<u>2,866,400,000</u>	<u>500,000,000</u>
Issued, Subscribed and Paid up		
(63,741,090 Equity Shares of ₹ 10/- each includes 9,309,524 Equity Shares consequent to Issue of 4,654,762 GDR vide Information Memorandum dated dated December 4, 2007) (refer Note No. 2 & 9 of Sch. XVIII)	<u>637,410,900</u>	<u>425,821,740</u>
Share Application Money	-	127,885,000
	<u>637,410,900</u>	<u>553,706,740</u>
SCHEDULE 'II' - RESERVES & SURPLUS		
Capital Reserve		
As per Last Balance Sheet	33,180,000	33,180,000
Share Premium Account		
As per Last Balance Sheet	616,415,006	616,415,006
Add: Share Premium of Transferor Company	282,687,500	-
General Reserve		
As per Last Balance Sheet	45,574,474	45,574,474
Add : General Reserve of Transferor Company	11,919,095	-
Less : Issue of Equity shares to Erstwhile Transferor Company's Shareholders on Post Merger	(191,509,660)	-
Profit and Loss Account	<u>413,959,932</u>	<u>403,005,666</u>
	<u>1,212,226,347</u>	<u>1,098,175,146</u>
SCHEDULE 'III' - SECURED LOAN		
WORKING CAPITAL LOAN		
Allahabad Bank	70,220,565	65,814,725
LOAN FROM OTHER BANKS		
DBS Bank - Term Loan Account	59,000,000	77,090,782
Barclays Bank - Term Loan Account	36,186,762	49,375,000
HDFC Bank Car Loans	864,673	-
Kotak Mahindra Prime Ltd.	-	75,382
Loan from Life Insurance Corporation of India	-	1,487,000
	<u>166,272,000</u>	<u>193,842,889</u>
Note :		
1. Working Capital loans are secured by the first ranking pari passu charges over entire Current Assets of the company including stocks of finished Goods, stock in trade, goods in transit, Book Debts etc. (Present and Future)		
2. Loan from other banks are Secured by the Movable assets and Immovable properties of the company, Personal Guarantees of directors namely Mr. Peeyush Aggarwal, Mr. Karun Jain and body corporates Guarantee namely Infotecnics India Ltd, Omkam Developers Pvt. Ltd. and Guarantee of Peeyush Aggarwal (HUF).		
SCHEDULE 'IV' - UNSECURED LOAN		
Loan from Directors	137,448,466	-
Loan from Others	5,365,936	5,365,936
	<u>142,814,402</u>	<u>5,365,936</u>



SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31-03-2011

Schedule 'V' - Fixed Assets							Amount in ₹
Description of Assets	GROSS BLOCK			DEPRECIATION/AMORTISATION		NET BLOCK	
	As at 01.04.2010	Additions during the Year	Adjustments/Sales during the year	Total As at 31.03.2011	As at 01.04.2010	For the year Sales/Adjustments during the year	Total As at 31.03.2011
A. Tangible							
Building	20,682,581	-	-	20,682,581	2,293,204	337,126	18,052,251
Plant & Machinery							18,389,377
- Computers and Peripherals	38,393,618	181,425	770,617	37,804,426	15,714,424	6,126,942	16,716,890
- Office Equipments	13,592,776	-	-	13,592,776	4,388,615	645,656	8,558,505
Vehicles	2,819,083	2,282,626	-	5,101,709	1,604,185	479,452	6,317,808
Furniture & Fixtures	17,582,278	-	-	17,582,278	9,077,174	1,112,958	3,018,072
Sub Total (A)	93,070,336	2,464,051	770,617	94,763,770	33,077,602	8,702,134	7,392,146
B. Intangible							42,762,924
Goodwill	2,800,000	-	-	2,800,000	2,240,000	280,000	280,000
Software & IPR	896,700,288	133,600,000	-	1,030,300,288	327,884,375	100,841,947	568,815,913
Sub Total (B)	899,500,288	133,600,000	-	1,033,100,288	330,124,375	101,121,947	601,573,966
Total (A+B)	992,570,624	136,064,051	770,617	1,127,864,058	363,201,977	109,824,081	569,375,913
Capital Work in Progress (including Advances on Capital Account)	608,121,641	351,493,114	133,600,000	826,014,755	-	-	601,853,966
IT Park - Advances	-	858,283,670	-	858,283,670	-	-	569,375,913
GRAND TOTAL	1,600,692,265	1,345,840,835	134,370,617	2,812,162,483	363,201,977	109,824,081	655,591,830
Previous Year	1,430,786,843	249,838,770	106,777,785	1,573,847,828	261,042,469	94,792,653	612,138,937

Note : The company has developed or customized various computer software in-house. The Company has source Code for all these software and has all the rights over the product. However, there is no formal registration of IPR. The company has shown these software under the sub-head "Software and IPR" under the head 'Intangible' in its financial statements.



SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31-03-2011

PARTICULARS	Amount in ₹	
	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 'VI' - INVESTMENTS		
TRADE INVESTMENT		
LONG TERM, UNQUOTED (AT COST)		
Opentech Thai Network Specialists Ltd. (OTNS)	4,154,658	4,154,658
62,595 (62,595) Equity Shares of THB		
100/- each fully paid up		
	<u>4,154,658</u>	<u>4,154,658</u>
SCHEDULE 'VII' - STOCK IN HAND		
Finished Goods	538,631	1,018,768
	<u>538,631</u>	<u>1,018,768</u>
CURRENT ASSETS, LOANS & ADVANCES		
SCHEDULE 'VIII' - SUNDRY DEBTORS		
(Unsecured, Considered Good)		
Outstanding for a period exceeding six months	38,844,390	39,354,265
Others	549,694,000	555,155,637
	<u>588,538,390</u>	<u>594,509,902</u>
SCHEDULE 'IX' - CASH AND BANK BALANCES		
Cash in Hand	242,051	287,583
Balance with Scheduled Banks		
- in Current Accounts	3,696,263	20,531,897
- in EEFC Account	14,750	14,750
- in Fixed Deposit Account	7,028,847	4,367,165
(pledged with Banks & Government Departments)		
Balance with Non Scheduled Banks		
Banco Efisa (Refer Note No. 11 of Sch. XVIII)	350,977,439	350,977,439
	<u>361,959,351</u>	<u>376,178,834</u>
SCHEDULE 'X' - LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received		
Security Deposit	3,449,177	1,290,647
Prepaid Expenses	5,146,322	6,610,392
Amount with Income Tax Authorities	13,888,995	15,670,896
Deposit with Court	-	1,858,671
Staff Advances & Other Imprest	923,439	710,911
Other Advances	18,677,185	17,690,853
	<u>42,085,118</u>	<u>43,832,370</u>



VIRESH INFOTECNICS LTD.

PARTICULARS	Amount in ₹	
	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 'XI' - CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	82,685,305	228,324,027
Other Liabilities	2,479,731	4,388,932
Advance From Customers	8,005,258	10,682,849
Dividend Payable	340,747	340,747
A)	<u>93,511,041</u>	<u>243,736,556</u>
PROVISIONS		
For Income Tax	7,547,475	10,522,488
For Fringe Benefit Tax	-	150,000
For Leave Encashment	1,294,685	784,747
For Gratuity	1,358,103	957,702
B)	<u>10,200,263</u>	<u>12,414,937</u>
(A+B)	<u>103,711,304</u>	<u>256,151,493</u>

SCHEDULE 'XII' - MISCELLANEOUS EXPENDITURE

(To the extent not written off or adjusted)

Miscellaneous Expenses	71,940	-	-
Less: Written Off during the year	<u>32,720</u>	<u>39,220</u>	<u>-</u>
Deferred Revenue Expenditure	-	26,975	-
Less: Written Off during the year	<u>-</u>	<u>26,975</u>	<u>-</u>
Merger Expenses	-	85,158	-
Less: Written Off during the year	<u>-</u>	<u>85,158</u>	<u>-</u>
	<u>39,220</u>	<u>-</u>	<u>-</u>

SCHEDULES ANNEXED TO AND FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	FOR THE YEAR ENDED	
	31.03.2011	31.03.2010
SCHEDULE 'XIII' - OTHER INCOME		
Interest received	4,749,338	433,147
Miscellaneous Income	3,429,694	3,708,401
	<u>8,179,032</u>	<u>4,141,548</u>
SCHEDULE 'XIV' - EMPLOYEES REMUNERATION AND BENEFITS		
Salaries, Benefits and Allowances	11,864,375	14,638,300
Employer's Contribution to ESI & PF	50,986	52,304
Staff Welfare	131,053	868,318
	<u>12,046,414</u>	<u>15,558,922</u>



Amount in ₹

PARTICULARS	FOR THE YEAR ENDED 31.03.2011	FOR THE YEAR ENDED 31.03.2010
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SCHEDULE 'XV' - ADMINISTRATIVE , SELLING AND OTHER EXPENSES

Conveyance Expenses	298,086	369,463
Electricity & Water Expenses	205,759	1,363,457
Rent, Rates And Taxes	2,836,652	2,423,357
Communication Expenses	556,736	698,511
AGM / Board Meeting Expenses	598,133	203,047
Repair and Maintenance	540,324	1,018,641
Travelling Expenses - Directors	1,055,431	71,350
Travelling Expenses - Others	303,893	388,050
Advertisement Expenses	201,822	60,680
Auditor's Remuneration	165,450	165,450
Entertainment Expenses	57,815	30,854
Security Charge Expenses	210,129	165,809
Exchange Rate Fluctuation Expenses	-	566,218
News Paper Books & Periodicals Exps.	3,115	7,027
Insurance Expenses	280,718	155,329
Legal & Professional Expenses	1,285,996	1,578,537
Loss on Sale of Assets	1,872	24,725
Membership & Subscription Fees	24,000	20,983
Printing & Stationary Expenses	232,301	157,758
Miscellaneous Expenses	51,362	152,854
Vehicle Running & Maintenance Expenses	230,553	182,832
Lease Rent on Capital Goods	190,482	1,872,828
Transport Expenses For Employees	-	919,228
Freight & Cartage Expenses	156,895	64,436
	<u>9,487,524</u>	<u>12,661,423</u>

SCHEDULE 'XVI' - FINANCIAL CHARGES

Bank Interest & Charges	27,417,432	36,787,561
Interest on Car Loan	118,026	29,740
Interest to Others	42,115	7,606
	<u>27,577,573</u>	<u>36,824,907</u>



SCHEDULE 'XVII'

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

- a) The financial statements have been prepared under the Historical cost convention on accrual basis, in accordance with applicable accounting standards and the provisions of the Companies Act, 1956.
- b) Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles (GAAP).

2. USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires that the management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amount of revenues and expenses during the reported year. Actual results could differ from those estimates.

3. REVENUE RECOGNITION

Revenue from

- (i) Fixed Price Software Contracts are recognized principally on the basis of completed Milestones as specified in the contracts.
- (ii) Software Development and Services are recognized on Time Basis as per terms of specified contracts.
- (iii) Sale of Software/Hardware products is recognized on the dispatch of Goods from company's premises. No provision has been made for possible returns or expenses during the warranty period.
- (iv) Income from annual maintenance contracts, web hosting and domain registration are accounted for in the Ratio of period expired to the total period of the contract and the amount received from the customers towards the un-expired portion of such contract is treated as advance received.
- (v) Interest Income is recognized on time proportion basis

4. FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, insurance, duties, installation expenses and all incidental expenses incurred for bringing the assets to the working condition required for their intended use.

5. INTANGIBLE ASSETS

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprises and the cost of the asset can be measured reliably. Internally generated intangible asset arising from development activity are recognized only on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

6. DEPRECIATION

- a) Tangible Assets: Depreciation on tangible fixed assets is provided on the straight-line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- b) Intangible Assets: Softwares & Intellectual Property Rights, Copyrights and Goodwill are being amortised on straight line basis over a period of 10 years, considering the useful life of assets & their obsolescence.

7. IMPAIRMENT OF ASSETS

All assets other than Inventories, Investments and deferred tax assets, are reviewed for impairment at each balance sheet date, wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is charged to the profit & loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.



8. INVESTMENTS

Investments are Long term in nature and are stated at cost. Any decline other than temporary, in the value of such investments is charged to the profit & loss account.

9. INVENTORIES

Inventories of finished goods are valued at lower of cost (determined on the basis of first in first out method) or net realizable value.

10. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at a rate, which approximates the exchange rate prevailing on the date of the transaction. Current Assets and liabilities denominated in foreign currencies are translated at the rate of exchange as at the Balance Sheet date. Any income or loss on account of exchange difference is recognized in the Profit & Loss Account.

11. TAXATION

Income tax is accounted for in accordance with Accounting Standard 22 “Accounting for taxes on Income” as issued by the Institute of the Chartered Accountants of India. Tax expenses comprise both Current and Deferred Tax. Current tax is measured at the amount expected to be paid to the tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing differences between taxable Income and Accounting Income that are capable of reversing in one or more subsequent periods and are measured using the relevant enacted tax rates. At each Balance Sheet date, the Company reassesses the un-recognized Deferred tax Assets to the extent they have become reasonably certain or virtually certain of realization, as the case may be.

12. CONTINGENT LIABILITIES

Contingent liabilities are not provided for in the books of account and are disclosed separately by way of notes to accounts.

13. RETIREMENT BENEFITS

- a) Contribution to the Provident Fund and Employees State Insurance is deposited in accordance with the provisions of the relevant acts and is charged to Profit and Loss Account.
- b) Provision for Gratuity has been made and is charged to Profit & Loss Account.
- c) Leave encashment and other retirement benefits are charged to revenue on accrual basis.

14. MISCELLANEOUS EXPENDITURE

Miscellaneous expenses have been written off on the basis as provided under section 35D of the Income Tax Act, 1961, as amended from time to time.

15. EARNING PER SHARE

The earnings considered in accounting the Company’s Earning Per Share (“EPS AS-20”) comprises the Net Profit after tax. The number of shares used in computing Basic & Diluted EPS is the weighted average no. of equity shares outstanding during the year.

16. CASH FLOW STATEMENT

The Cash Flow Statement has been prepared under the indirect method as set out in the (AS-3), “Cash Flow Statement” issued by the Institute of Chartered Accountants of India.

17. OPERATING LEASES

Assets taken on Lease (AS-19) under which all significant risks and rewards of ownership are effectively retained by the lessor are classified as Operating Leases. Lease payments under Operating Leases are recognized as expenses as incurred in accordance with the respective Lease Agreements.



SCHEDULE 'XVIII'

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

1) Contingent Liabilities not provided for:-

- i. Bank Guarantees outstanding ₹ 25,000/- (₹ 275,000/-)
- ii. Letter of Credits issued by Bank ₹ 31,431,504/- (₹ 7,594,932/-)
- iii. The Company has received notices u/s 156 of Income Tax Act, for the Assessment Year 2005-06 for a demand of ₹ 5,104,827/- against which the Company has already paid a sum of ₹ 4,000,000.00 and for the Assessment Year 2006-07 for a demand of ₹ 1,245,589/- and for the Assessment Year 2008-09 for a demand of ₹ 43,851,395/- against which the Company has already paid a sum of ₹ 1,000,000.00. Further the Company has filed appeals before Commissioner of Income Tax (Appeals), Bangalore against demands for the Assessment Year 2005-06 & 2006-07 and for the Assessment Year 2008-09, Appeal filed before Commissioner of Income Tax (Appeals) XIX, New Delhi. Management is of the opinion that these demands are not sustainable. Accordingly no provision has been made for the same.

2) Preferential Allotment

In terms of the resolution passed under section 81 (1A) of the Companies Act, 1956 at the Extra Ordinary General Meeting of the Company held on 03.09.2010 and the in-principle approval received from NSE and BSE, the Board has allotted 220,000,000 convertible warrants into equal number of equity shares of ₹ 10/- each at a price of ₹ 10/- per warrant, in the Board meeting held on 30.10.2010 on preferential basis to promoters and non-promoters category. Pursuant to allotment of Convertible warrants, the Company, during the financial year 2010-11, has received monies aggregating to ₹ 94.08 crores out of ₹ 220 crores.

3) Accounting for Amalgamation

- (a) During the year, a Company M/s Positive Comsol Pvt. Ltd. (i.e. called Transferor Company) was merged with Vivesh Infotecnics Limited (i.e. called transferee Company) as per the scheme of amalgamation approved by the Hon'ble High Court at Delhi vide its order dated 28.01.2011, and the same was effective from 07.03.2011.
- (b) Certified copy of the order of Hon'ble High Court was filled on 05.03.2011 and 07.03.2011 with the Registrar of Companies-NCT of Delhi & Haryana by erstwhile Transferor Company & Transferee Company respectively.
- (c) Pursuant to the scheme of amalgamation the Transferee Company has allotted 20,658,916 Equity Shares fully paid-up of ₹ 10/- each to Equity Shareholders of the Transferor Company
- (d) As per clause 3.18 of Part II of the scheme of amalgamation all the profits or income accruing or arising to Transferor Company and all expenditure or losses arising or incurred by transferor Company shall, for all purpose, be treated (including all taxed, if any, paid or accruing in respect of any profits & income) and be deemed to be and accrue as the profits or income or as the case may be expenditure or losses of Transferee Company. The corresponding figures of assets and liabilities of the transferor Company as at 31st March 2011 have been merged with the assets and liabilities of the Transferee Company.
- (e) Pursuant to the scheme of amalgamation as approved, the transferee Company has taken over all the entire business of erstwhile transferor Company including all assets, liabilities obligations etc. and the same has been given effect to in the accounts subject to read with clause (d) above, on a polling of interest basis as prescribed by Accounting Standard (AS-14) issued by The Institute of Chartered Accounts of India. In view of this, the figures for the current year represent the operations of the Company including the operation of the erstwhile transferor Company whereas the figures of the previous year represent figures relating to the operation of the transferee Company only. To this extent the figures of the current year are not comparable with the figures of the previous year.

4) Expenditure in Foreign Currency :

Foreign Travel Expenses	₹ 817,580/- (₹ 377,518/-)
Purchases	₹ 3,725,147/- (₹ 5,508,002/-)



- 5) Earning in Foreign Exchange include sale of software and services NIL (₹ 28,478,755/-).
- 6) Managerial Remuneration under section 198 of the Companies Act, 1956
Salaries, Benefits & Allowances ₹ 1,787,404/- (₹ 851,065/-)
- 7) Balances of Sundry Debtors, Sundry Creditors, Current Liabilities, Loans and Advances are subject to confirmation & reconciliation.
- 8) Prior year adjustment's amounting to ₹ 120,738/- (₹ 149,331/-) includes ₹ 336,798/- towards Service Tax input credit of earlier years and ₹ 457,536/- towards interest paid on Car loan of Grand Vitara, transferred after amalgamation, from Positive Comsol Pvt. Ltd.
- 9) i) Out of the Issued, Subscribed & Paid up Capital, the following shares were allotted for consideration other than cash :
 - a) 871,700 Equity Shares were allotted as fully paid up bonus shares in the ratio of 1:1 shares held on 28.06.1998 by capitalization of reserves; b) 2,283,300 Equity Shares were allotted as fully paid up bonus shares in the ratio of 1:2 shares held on 11.08.1999 by capitalization of reserves; c) 2,700,000 Equity Shares were allotted as fully paid up equity shares pursuant to a swapping contract on 26.09.2001; d) 2,225,000 Equity Shares were allotted as fully paid up equity shares pursuant to a business acquisition contract on 25.07.2002; e) 11,047,650 Equity Shares were allotted as fully paid up to the shareholders of erstwhile MPS Technosoft Ltd. pursuant to scheme of amalgamation as sanctioned by Hon'ble High Court of Delhi vide its order dated 10.05.2005; f) 20,658,916 Equity shares were allotted as fully paid up to the shareholders of Erstwhile Positive Comsol Private Limited pursuant to the scheme of amalgamation as sanctioned by Hon'ble High Court of Delhi vide its order dated 28/01/2011.
 - ii) 9,309,524 Equity Shares were allotted against 4,654,762 Global Depository Receipts at US\$ 2.148 each representing two equity shares of ₹ 10/- each against each GDR.
 - iii) The Company had allotted 6,800,000 convertible warrants with an option to convert such warrants into equal number of equity shares of ₹ 10/- each at a price of ₹ 10/- per warrant, on preferential basis to both—promoters and non-promoters category. Out of which 6,300,000 warrants were converted into equal number of equity shares in financial year 2009-2010 and 500,000 warrants were converted into equal number of equity shares in current financial year.
 - iv) During the year, the Company had allotted 220,000,000 convertible warrants of ₹ 10/- each (out of which ₹ 2.50 was paid up by the allottees) with an option to convert such warrants into equal number of equity shares of ₹ 10/- each at a price of ₹ 10/- per warrant, on preferential basis.
- 10) Working Capital Loan from Allahabad Bank, DBS Bank and Barclays bank are secured against mortgage of certain immovable property of the Company, Hypothecation of Stock & Book Debts and other movable assets of the Company, Personal Guarantee of certain Directors namely Mr. Peeyush Aggarwal, Mr. Karun Jain and body corporates and others namely Infotecnics India Ltd., Omkam Developers Pvt. Ltd and Peeyush Aggarwal (HUF).
- 11) The funds received by the Company from GDR issue done during the F.Y. 2007-08 were kept in fixed deposit account with Banco Efisa, Lisbon, Portugal as the said amount was to be deployed in terms of INFORMATION MEMORANDUM of the GDR issue. During the financial year 2008-09, Banco Efisa wrongfully adjusted an amount of USD 8,883,210.75 out of the balance lying in the Company's account with the bank. The Company has denied and disputed this debit and had initiated legal action under criminal jurisprudence of Portuguese Law, against Banco Efisa and other conniving accused, for siphoning of GDR funds. However, the Portugal Police Department (referred to as DIAP) has now archived the criminal complaint. The Company is also planning to initiate cases under civil as well as criminal laws before various forums/authorities. No interest has been credited in the Company account after 5th December, 2008 and the Company has also not provided for interest subsequent to this date. No impact of Bank adjustments has been provided in the books of accounts in view of the legal opinion. Due to dispute Company has not provided exchange fluctuation gain / (loss) on the balance with Banco Efisa as on 31.03.2011.
- 12) In the opinion of the Board, the realizable value of Current Assets, Loans and Advances, in the ordinary course of business, would not be less than the amount at which these are stated in the Balance Sheet and provision for all known liabilities have been made.



13) Operating Lease:

The company has taken certain Equipments on Operating Lease for IT Enabled services.

Particulars	2010-11 Amount in ₹	2009-10 Amount in ₹
Lease payments recognized in the Statement of Profit & Loss A/c for the year	190,482/-	1,872,828/-
Future Minimum Lease Payments under Non-Cancelable Operating Lease	NIL	NIL
Due not later than one year	NIL	NIL
Due Later than one year and not later than five year	NIL	NIL
Due later than five years	NIL	NIL

14) Deferred Tax

Breakup of the deferred tax assets / liabilities is as under :

Amount in (₹)

Particulars	31 st March, 2011	31st March, 2010
i) Deferred tax liability : Related to Fixed Assets	133,988,170/-	127,712,809/-
ii) Deferred tax Assets :	NIL	NIL
Net Deferred tax Liability/ (Assets)	133,988,170/-	127,712,809/-

15) Payments to Auditors

Audit Fee for

- Statutory Audit ₹ 165,450/- (₹ 165,450/-)

16) Earning Per Share (EPS)	Current Year (₹)	Previous Year (₹)
A) Net Profit before Tax.	17,327,896	19,050,323
Less: Provision for Tax	6,252,892	6,455,201
Add: Prior Period Items	120,738	4,080,018
B) Profit/(Loss) attributable to the equity shareholders	10,954,266	16,675,133
C) Number of equity shares Outstanding during the period	63,741,090	42,582,174
D) Nominal value of shares	10.00	10.00
E) Basic Earning per share based on 'C'	0.17	0.39
F) Weighted average no. of equity shares Outstanding during the period	86,657,757	42,582,174
G) Diluted Earning Per Share based on 'F'	0.13	0.39

- 17) The Company has entered into contracts with companies for up-gradation of ERP & Development / up-gradation of other products. The amount spent on the same is pending capitalization under the head "Capital Work In Progress".



18) Additional information pursuant to the provisions of Para 4, 4A, 4C and 4D of part-II of Schedule VI to the Companies Act, 1956 to the extent applicable are given below;

Particulars		Opening Stock	Purchases	Sales	Closing Stock
SOFTWARE	Quantity (Nos.)	18 (31)	NIL (NIL)	18 (13)	NIL (18)
	Value (₹)	52,464 (188,975)	NIL (NIL)	56,614 (151,050)	NIL (52,464)
HARDWARE & PERIPHERALS	Quantity (Nos.)	139 (245)	1,141,896 (319,505)	1,141,968 (319,611)	67 (139)
	Value (₹)	966,304 (2,355,139)	1,589,199,149 (1,047,340,433)	1,606,583,555 (1,052,948,178)	538,631 (966,304)
TOTAL	Quantity (Nos.)	157 (276)	1,141,896 (319,505)	1,141,986 (319,624)	67 (157)
	Value (₹)	1,018,768 (2,544,114)	1,589,199,149 (1,047,340,433)	1,606,640,169 (1,053,099,228)	538,631 (1,018,768)

19) As required by the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 and as per the information available with the Company, no amount is due to Micro, Small and Medium Enterprises as at 31st March, 2011

20) SEGMENT REPORTING (AS-17)

(₹ in Lacs)

Particulars	I T Solutions & Products	I T Enabled Services	Total
Segment Revenue	17,045.62 (12,090.11)	629.50 (373.63)	17,675.12 (12,463.74)
Profit Before Tax & Interest	1,391.45 (1,456.41)	126.41 (72.12)	1,517.86 (1,528.53)
Less Interest			275.78 (368.25)
Less un-allocable expenditure			1,145.79 (986.11)
Add: Other Income & (Decrease in Stock)			76.99 (16.33)
Profit Before Tax & Prior Period Items			173.28 (190.50)
Less: Tax Expenses			62.53 (64.55)
Add: Prior Period Items			(1.21) (40.79)
Profit After Tax & Prior Period Items			109.54 (166.75)



VIRESH INFOTECNICS LTD.

Note: Primary segmentation has been done according to the nature of products and services. The Company's operations predominantly relate to the following segments:

- a) IT Solutions & Products
- b) IT Enabled Services

There is no Inter-divisional or inter-segmental transfer of Goods.

Since fixed assets used in the Company's business cannot be specifically identified with any of the reportable segments as these are used interchangeably among segments, therefore segment wise disclosure on capital employed has not been furnished.

The Company caters mainly to the domestic market and the Export turnover is not significant in the context of the total turnover. As such, there are no Geographical Segments.

21) **Related Party Disclosures :**

Related Party Disclosures as per Accounting Standard 18 "Related Party Disclosures"

List of related parties with whom the Company has transacted:

a Key Managerial Personnel

- 1 Mr. Peeyush Aggarwal
- 2 Mr. Karun Jain

b Parties in which the Key Managerial Personnel or the relatives of the Key Managerial Person Interested

1. Omkam Communication Pvt. Ltd., 2. Omkam Global Capital Pvt. Ltd., 3. Omkam Securities Pvt. Ltd., 4. Omkam Capital Markets Pvt. Ltd.

(Amt in ₹)

Sr. No.	Nature of Transactions	Associate Companies & Joint Ventures	Key Managerial Personnel	Parties in which Key Managerial Personnel of the Company are interested	Total
1	Sale of Goods	NIL (NIL)	NIL (NIL)	150,519,072 (294,048,318)	150,519,072 (294,048,318)
2	Purchase of Goods	NIL (NIL)	NIL (NIL)	NIL (87,068,674)	NIL (87,068,674)
3	Remunerations	NIL (NIL)	1,787,404 (851,065)	NIL NIL	1,787,404 (851,065)
4	Amount received towards warrants convertible into equity shares	NIL (NIL)	NIL (5,000,000)	245,115,000 NIL	245,115,000 (5,000,000)
5	Unsecured Loan Received from Directors	NIL (NIL)	137,448,466 (NIL)	NIL (NIL)	137,448,466 (NIL)



Outstanding Balances with related parties

Particulars	Receivables As at 31.03.2011	Payables As at 31.03.2011	Receivables As at 31.03.2010	Payables As at 31.03.2010
Associate Companies & Joint Ventures	NIL	NIL	NIL	NIL
Parties in which Key Managerial Personnel of the Company are Interested	NIL	137,448,466	193,588,484	NIL

- 23) During the year, Mr. Peeyush Aggarwal, Promoter & Director, had pledged 2,000,000 equity shares of Visesh Infotecnics Limited, to Shriram Credit Company Limited having DP name "Shriram Insight Share Brokers Limited" and DP ID "12038400".
- 24) Figures have been rounded off to the nearest rupee.
- 25) Figures in brackets represent the previous year.
- 26) Previous year figures have been regrouped / rearranged wherever considered necessary to correspond with current year figures.
- 27) The figures for the current year represent the operations of the Company including the operations of erstwhile transferor Company whereas the figures of the previous year represent figures relating to the operations of the Transferee Company only. To this extent the figures for the current year are not comparable with the figures of the previous year.
- 28) Schedule I to XVIII form an integral part of the Balance Sheet as at 31st March 2011 and the Profit & Loss Account and Cash Flow Statement for the year ended 31st March 2011.
- 29) Part IV of Schedule VI of the Companies Act, 1956 is attached herewith.

AS PER SEPARATE REPORT OF EVEN DATE ATTACHED

For M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N

Sd/-
PANKAJ CHANDER
 PARTNER
 M. No. 089065

Place : New Delhi
 Dated : 2nd September 2011

FOR & ON BEHALF OF THE BOARD

Sd/-
PEEYUSH AGGARWAL
 CHAIRMAN

Sd/-
KARUN JAIN
 EXECUTIVE DIRECTOR

Sd/-
NIDHI SABHARWAL
 COMPANY SECRETARY



VIRESH INFOTECNICS LTD.

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

₹ in Lacs

I Registration Details

Registration No.	131190	State Code	55
Balance Sheet Date	31 03 2011		
	Date Month Year		

II Capital raised During the year

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private issue*	2,115.89
Preferential Issue	NIL		

III Position of Mobilisation and Deployment of Funds

Total Liabilities	32,334.94	Total Assets	32,334.94
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Source of Fund

Paid-Up Capital	6,374.11	Convertible Warrants	9,407.83
Reserves & Surplus	12,122.26	Secured Loan	1,662.72
Deferred Tax Liability	1,339.88	Unsecured Loan	1,428.14

Application of Funds

Net Fixed Assets	23,398.90	Investment	41.55
Net Current Assets	8,894.10	Miscellaneous Expenditure	0.39

IV Performance of Company

Turnover	17,752.11	Total Expenditure	17,578.83
Profit /Loss Before Tax	173.28	Profit /Loss After Tax	109.54
Earning Per Share (in ₹) – Basic	0.17		
Earning Per Share (in ₹) – Diluted	0.13		

V Generic Names of Two Principal Product/Services of the Company (as per monetary term)

Item Code No. (ITC Code)	N.A.	N.A.
Product Description	IT Solutions & Products	IT Enabled Services

*Note:- The Share Capital raised through Private Placement includes 20,658,916 Equity Shares allotted to the Shareholders of Transferor Companies and 500,000 Equity Share allotted in consequence of the conversion of Fully Convertible Warrants into Equity Shares.

AS PER SEPARATE REPORT OF EVEN DATE ATTACHED

For M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N

FOR & ON BEHALF OF THE BOARD

Sd/-
PANKAJ CHANDER
PARTNER
M. No. 089065

Sd/-
PEEYUSH AGGARWAL
CHAIRMAN

Sd/-
KARUN JAIN
EXECUTIVE DIRECTOR

Place : New Delhi
Dated : 2nd September 2011

Sd/-
NIDHI SABHARWAL
COMPANY SECRETARY

CASH FLOW STATEMENT FOR THE PERIOD FROM 1st April, 2010 to 31st March, 2011

₹ in Lacs

PARTICULARS	AS AT 31-03-2011	AS AT 31-03-2010
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	173.28	190.50
Adjustment for :		
Depreciation and Amortisation	1,098.24	947.92
Misc. Expenses Written off	0.33	1.12
Leave Encashment	5.10	-
Gratuity	4.00	-
Income Tax	(31.03)	10.31
Interest & Other Costs	275.78	368.25
Prior Period Expenses	(1.21)	-
Interest Received	(47.49)	(4.33)
Amount Transferred from General Reserve	1,030.97	-
Operating Profit Before Working Capital Changes	2,507.97	1,513.77
(Increase)/Decrease in Current Assets	(8,501.57)	(1,484.65)
Increase/(Decrease) in Current Liabilities & Provisions	(1,502.25)	1,103.59
Net Cash from Operating Activities (A)	(7,495.85)	1,132.71
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets & Advances on capital Account	(3,711.70)	(1,451.59)
Interest Received	47.49	4.33
Net Cash Outflow in Investing Activities (B)	(3,664.21)	(1,447.26)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	2,115.89	630.00
Issue of Convertible Warrants	9,357.83	50.00
Share Application Money Received	(1,278.85)	722.10
Increase / (Decrease) in Secured Loan	(275.72)	(545.91)
Increase / (Decrease) in Unsecured Loan	1,374.48	-
Interest Paid	(275.78)	(368.25)
Net Cash Inflow from Financing Activities (C)	11,017.86	487.94
Net Increase / (Decrease) in cash & cash equivalents (A+B+C)	(142.20)	173.39
CASH AND CASH EQUIVALENTS AS AT 01/04/2010	3,761.79	3,588.40
CASH AND CASH EQUIVALENTS AS AT 31/03/2011	3,619.59	3,761.79

Notes : 1. Comparative figures have been regrouped wherever necessary.
2. The cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard – 3 on Cash Flow Statements notified by the Companies (Accounting Standards) Rules, 2006.

AS PER SEPARATE REPORT OF EVEN DATE ATTACHED

For M/s. RMA & Associates
Chartered Accountants
Firm Registration No. 000978N

FOR & ON BEHALF OF THE BOARD

Sd/-
PANKAJ CHANDER
PARTNER
M. No. 089065

Sd/-
PEEYUSH AGGARWAL
CHAIRMAN

Sd/-
KARUN JAIN
EXECUTIVE DIRECTOR

Place : New Delhi
Dated : 2nd September 2011

Sd/-
NIDHI SABHARWAL
COMPANY SECRETARY



VISESH INFOTECNICS LTD.

Registered Office: 508 Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110 001

ATTENDANCE SLIP : 22nd Annual 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 Annual General Meeting on Tuesday, 28th day of September 2011 at 10:00 a.m. at Auditorium, at 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 SIGNATURE(S) SHOULD TALLY WITH THE SPECIMEN SIGNATURE(S) REGISTERED WITH THE COMPANY

----- Tear Here-----



PROXY FORM VISESH INFOTECNICS LTD.

Registered Office: 508 Arunachal Building, 19 Barakhamba Road, Connaught Place, New Delhi-110 001

I/We _____ resident of _____ being a member/Members of Visesh Infotecnics Ltd. hereby appoint _____ resident of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting on Wednesday, 28th day of September 2011 at 10:00 a.m. at Auditorium, at 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: _____

Affix ₹ 1
Revenue
Stamp

Date: _____

Note: The Proxy form duly signed by the member(s) across ₹ 1/- revenue stamp should reach the Company's registered office not less than 48 hours before the meeting i.e. latest 26th of September 2011 before 10.00 a.m. Proxy need not be a member of the company.

*Applicable for investors holding shares in electronic form.

**** Eatables, Brief Cases and Hand Bags will not be allowed to be carried inside the Meeting Hall**

CHAIRMAN’S MESSAGE

“We are focussed on providing our customers with solutions that actually solve their business issues and assist their growth through innovative application of technology and information management in an easy-to-use manner”

– **Mr. Peeyush Aggarwal**

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