

Report of Scrutinizer**(Consolidated Result of Voting)**

(Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014

To,

The Chairman,
Virtualsoft Systems limited
S-101, Panchsheel Park, New Delhi-110020

Sir,

We, M/s SJK & Company, Company Secretaries, New Delhi were appointed as scrutinizer for the 23rd Annual General Meeting of the Shareholders of "Virtual Soft Systems Limited" held on Wednesday, 30th September, 2015 at 9.00 P.M. at Rama Krishna Banquets Hall, Near Main Market, Bhajanpura, Main Wazirabad Road, Delhi -110 053 for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per clause 35B, of the listing Agreement and the provisions of the Companies Act, 2013 and Rule of Companies (Management and Administration) Rules, 2015 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 9: 00 AM on 27 September, 2015 up to 05.00 P.M. on 29 September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 25th September, 2015 who were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the Annual General Meeting of Tarangini Investments Limited (Item Number 1(one) to 5(Five) of the Annual General Meeting of Virtualsoft Systems Limited).
3. The votes were unblocked on 30th September, 2015 around 4.15 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted "For" and "Against", were downloaded from E voting website of National Securities Depository Limited. (NSDL) <https://www.evoting.nsdl.com>
5. The result of the poll and E-voting is as under;



Item No. 1- Adoption of Accounts

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended as on that date and the Reports of Auditors and Directors thereon.

(i) **Voted in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	20	7,34,700	7,34,700	100
E-Voting	3	69,80,000	69,80,000	100
Total	23	77,14,700	77,14,700	100

(ii) **Voted against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E-Voting	0	0	0	0
Total	0	0	0	0

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 2- Re-appointment of Director by Rotation

To Re-appoint Mr. Rajendra V Kulkarni (DIN: 00988255), who retires by rotation and being eligible offers herself for re-appointment as Director of the Company.

(i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	18	94,617	94,617	100
E-Voting	0	0.00	0.00	0.00
Total	18	94,617	94,617	100

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E-Voting	0	0	0	0
Total	0	0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 3- Re-appointment of Director by Rotation

To Re-appoint Mrs. Ritu Tandon (DIN: 00793571), who retired by rotation and being eligible offers herself for re-appointment as Director of the Company.

(iv) **Voted in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	18	94,617	94,617	100
E-Voting	0	0.00	0.00	0.00
Total	18	94,617	94,617	100

(v) **Voted against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E-Voting	0	0	0	0
Total	0	0	0	0

(vi) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No.4- Appointment of Auditor.

To appoint M/s. Nath Ahuja & Co., Chartered Accountants as Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

(i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	20	7,34,700	7,34,700	100
E-Voting	3	69,80,000	69,80,000	100
Total	23	77,14,700	77,14,700	100

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E-Voting	0	0	0	0
Total	0	0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 5. Appointment of Ms. AshimaPuri as Director

"Resolved that Ms. AshimaPuri in respect of whom the Company has received notice in writing pursuant to provisions of the Companies Act, 2013, from members of the Company proposing his appointment as Independent Director of the Company for a period of five years & to hold the office for a period of five years up to FY 2019-2020 & to hold the office till the conclusion of Annual General Meeting pertaining to FY 2019-20 be and is hereby appointed as a Director of the Company."

(i) Voted in favor of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	20	7,34,700	7,34,700	100
E-Voting	3	69,80,000	69,80,000	100
Total	23	77,14,700	77,14,700	100

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E-Voting	0	0	0	0
Total	0	0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 6. Re-Appointment of Mr. Gokul Tandan as Managing Director

RESOLVED THAT in accordance with the Provisions of the Companies Act, 2013, the company hereby approves the re-appointment of Mr. Gokul Tandan as Managing Director of the company with effect from 31st July 2015 to 30th July 2020 for a period of five years without any remuneration

(i) **Voted in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	18	94,617	94,617	100
E-Voting	0	0.00	0.00	100
Total	18	94,617	94,617	100

(ii) **Voted against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E-Voting	0	0	0	0
Total	0	0	0	0

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Thanking you,

Yours faithfully

For SJK & Company
Company Secretaries



Sanjeev Kumar Jha
Membership No.:- 24895
COP: 9870
Place- Delhi
Date- 30th September, 2015