

**VirtualSoft Systems Limited**  
Regd. Office: S-101, Panchsheel Park, New Delhi-110 017 (India)

**VOTING RESULT OF POSTAL BALLOT**  
(Pursuant to Clause 35A of the Listing Agreement)

Pursuant to the provisions of Section 192-A of the Companies act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, consent of the shareholders was sought by way of postal ballot with respect to the following business:

**Special Resolutions for:**

- (i) Transfer of Undertaking comprising of it's telecom business to Roam1 Telecom Limited.

As specified in the Notice of Postal Ballot dated 08<sup>th</sup> August, 2013 read with the Explanatory Statement attached thereto. The last date for receipt of the Postal Ballot form, duly completed, from the shareholders, was 12<sup>th</sup> September, 2013.

The Company had appointed Mr. Mukesh Manglik, Company Secretary in Whole Time Practice, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Mr. Mukesh Manglik has submitted his report dated 16<sup>th</sup> September, 2013 to the Company.

The details of Resolutions passed by Postal ballot are as under:

Details of Resolution:	(i) Special Resolution for Transfer of Undertaking comprising of it's telecom business to Roam1 Telecom Limited
Resolution required	Special Resolution
Mode of Voting	Postal Ballot
Date of Postal Ballot Notice	08 <sup>th</sup> August, 2013
Record date for reckoning voting rights	02 <sup>nd</sup> August, 2013
Date of Dispatch of notice	12 <sup>th</sup> August, 2013
Total No. of shareholders on record date	2837

The details of the voting result are as follows:

*Mukesh Manglik*



**Resolution:** Special Resolution for Transfer of Undertaking comprising of it's telecom business to Roam1 Telecom Limited

**In case of Postal ballot:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7620083	7620083	100	7620083	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	2677517	572984	21.40	561786	11198	98.04	1.96
Total	10297600	8193067	79.56	8181869	11198	99.86	0.14

Note: Public- Others votes polled exclude invalid votes of 700 shares constituting of seven shareholders.

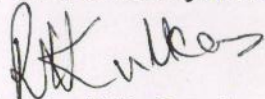
Thus, the above resolutions, for which the Postal Ballot was conducted stand approved by the Shareholders by overwhelming majority.

You are requested to take the same on record.

Thanking you,

Yours Faithfully

For VirtualSoft Systems Limited

  
Rajendra V Kulkarni  
Director