

**BSE LTD**  
**ACKNOWLEDGEMENT**

Acknowledgement No	: 1504201707590927	Date & Time	: 15/04/2017 07:59:24 PM
Scrip Code	: 531126		
Entity Name	: VIRTUALSOFT SYSTMS LTD		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2017		
Mode	: E-Filing		

General information about company	
Scrip code	531126
Name of the entity	VIRTUALSOFT SYSTMS LTD
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Disclosure of notes on composition of board of directors explanatory														
Is there any change in information of board of directors compare to previous quarter													Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	GOKUL NARESH TANDAN	AACPT0696H	00441563	Executive Director	Not Applicable	MD	31-07-2015			1	0	0	
2	Mr	RAJENDRA VIRUPAKSHA KULKARNI	ABBPK8717J	00988255	Non-Executive - Non Independent Director	Not Applicable		01-07-2002			1	2	0	
3	Mrs	RITU TANDON	ABTPT2451N	00793571	Non-Executive - Non Independent Director	Not Applicable		30-05-2014			1	1	0	
4	Mr	SURESH CHANDRA RAJPAL	ADKPR8440E	01595407	Non-Executive - Independent Director	Not Applicable		01-04-2014		36	1	2	2	

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I. Composition of Board of Directors														
													No of	

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Ms	ASHIMA PURI	AXTPP1547M	07823446	Non-Executive - Independent Director	Chairperson		30-09-2015		18	1	2	1	

### Annexure 1

#### II. Composition of Committees

Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	ASHIMA PURI	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	RAJENDRA VIRUPAKSHA KULKARNI	Non-Executive - Non Independent Director	Member	
3	Audit Committee	SURESH CHANDRA RAJPAL	Non-Executive - Independent Director	Member	
4	Nomination and remuneration committee	SURESH CHANDRA RAJPAL	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	ASHIMA PURI	Non-Executive - Independent Director	Member	
6	Nomination and remuneration committee	RAJENDRA VIRUPAKSHA KULKARNI	Non-Executive - Non Independent Director	Member	
7	Stakeholders Relationship Committee	SURESH CHANDRA RAJPAL	Non-Executive - Independent Director	Chairperson	
8	Stakeholders Relationship Committee	RITU TANSON	Non-Executive - Non Independent Director	Member	

### Annexure 1

#### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-11-2016		
2		14-02-2017	91
3		16-03-2017	29

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	14-02-2017	Yes		14-11-2016	91	
2	Stakeholders Relationship Committee	14-02-2017	Yes		14-11-2016	91	
3	Nomination and remuneration committee	14-02-2017	Yes		14-11-2016	91	

### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		WWW.VIRTISOFT.COM
2	Terms and conditions of appointment of independent directors	Yes		WWW.VIRTISOFT.COM
3	Composition of various committees of board of directors	Yes		WWW.VIRTISOFT.COM
4	Code of conduct of board of directors and senior management personnel	Yes		WWW.VIRTISOFT.COM
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		WWW.VIRTISOFT.COM
6	Criteria of making payments to non-executive directors	Yes		WWW.VIRTISOFT.COM
7	Policy on dealing with related party transactions	Yes		WWW.VIRTISOFT.COM
8	Policy for determining 'material' subsidiaries	Yes		WWW.VIRTISOFT.COM
9	Details of familiarization programmes imparted to independent directors	Yes		WWW.VIRTISOFT.COM

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		WWW.VIRTISOFT.COM
11	email address for grievance redressal and other relevant details	Yes		WWW.VIRTISOFT.COM
12	Financial results	Yes		WWW.VIRTISOFT.COM
13	Shareholding pattern	Yes		WWW.VIRTISOFT.COM
14	Details of agreements entered into with the media companies and/or their associates	Yes		WWW.VIRTISOFT.COM
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.

1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	

27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

## Annexure II

### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

## Signatory Details

Name of signatory	RAJENDRA VIRUPAKSHA KULKARNI
Designation of person	Compliance Officer
Place	NEW DELHI
Date	15-04-2017