July 22, 2019

The Secretary
BSE Limited
27th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001
Scrip Code: 531126

Dear Sir,

Subject: Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

Dear Sir, Madam,

This is in reference to the captioned subject. Please find enclosed Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for the year ended 31st March-2019.

This is for your information and records please.

Thanking you,

Yours faithfully,

For Virtual Soft Systems Limited

Gokul Naresh Tandan
Managing Director

VIRTUALSOFT SYSTEMS LIMITED
(CIN No.: L72200DL1992PLC047931)
Regd. Office: S-101, Panchsheel Park, New Delhi- 110 017 India
Corp. Office: 145, Okhla Industrial Estate, Phase-II, New Delhi - 110 020
Form No. MR-3
Secretarial Audit Report

(For the Financial Year ending on 31st March 2019)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board of Directors
Virtualsoft Systems Ltd

I have conducted the secretarial audit of the compliance of applicable statutory provisions
and the adherence to good corporate practices by Virtualsoft Systems Limited (hereinafter
called the Company). Secretarial Audit was conducted in a manner that provided me a
reasonable basis for evaluating the corporate conducts/statutory compliances and
expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and
other records maintained by the Company and also the information provided by the
Company, its officers, agents and authorized representatives during the conduct of
secretarial audit, I hereby report that in my opinion, the Company has, during the audit
period ended on 31st March 2019, complied with the statutory provisions listed hereunder
and also that the Company has proper Board-processes and compliance-mechanism in place
to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records
maintained by Virtualsoft Systems Limited ("The Company") for the period ended on 31st
March 2019 according to the provisions of:

   I. The Companies Act, 2013 (the Act) and the Rules made there under;

   II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there
under;

   III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

   IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made
thereunder to the extent of Foreign Direct Investment, Overseas Direct
Investment and External Commercial Borrowings;

   V. The following Regulations and Guidelines prescribed under the Securities and
Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the
Company:-

      a. The Securities and Exchange Board of India (Substantial Acquisition of Shares
and Takeovers)Regulations, 2011;

      b. The Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 1992;
c. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

h. The Memorandum and Articles of Association.

I have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied broadly with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

2. I further report that:

_ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors or their committee’s that took place during the period under review were carried out in compliance with the provisions of the Act.

_ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

_ Majority decision is carried through while the dissenting members’ views are captured and recorded as part of the minutes. However, no such instance was applicable as explained to me.
The Company has obtained all necessary approvals under the various provisions of the Act as explained to me; and

There were no prosecutions initiated against the directors or the company. However penalty was imposed by Bombay Stock Exchange during the year under review for delay in filing Results to BSE. No other penalty/fine/prosecution was imposed or initiated under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

3. I further report that:

a. As per information & declaration received from the management, the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;

b. As per information & declaration received from the management, the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

c. As per information & declaration received from the management, the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

4. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For SJK & Co.

(Sanjeev K Jha)
Company Secretary
FCS-8690, CP No: 9870
Dated 30th May 2019 at New Delhi
Form No. MR-3
Secretarial Audit Report

(For the Financial Year ending on 31st March 2019)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board of Directors
Roam1 Telecom Ltd
(Unlisted Public Limited Company)
(Subsidiary of Virtualsoft Systems Ltd, a listed entity)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Roam1 Telecom Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Roam1 Telecom Limited (“The Company”) for the period ended on 31st March 2019 according to the provisions of:

   I. The Companies Act, 2013 (the Act) and the Rules made there under;

   II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under; (Not applicable)

   III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (Not applicable)

   IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable)

   V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company: (Not applicable)
a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

h. The Memorandum and Articles of Association.

I have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with the BSE Limited. (Not applicable)

During the period under review the Company has complied broadly with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above.

2. I further report that:

_ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors or their committee’s that took place during the period under review were carried out in compliance with the provisions of the Act.

_ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for
seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

_ Majority decision is carried through while the dissenting members’ views are captured and recorded as part of the minutes. However, no such instance was applicable as explained to me._

_ The Company has obtained all necessary approvals under the various provisions of the Act as explained to me; and _

_ There were no prosecutions initiated against the directors or the company. No penalty/fine/prosecution was imposed or initiated under the Companies Act and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers._

_ The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel._

3. **I further report** that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For SJK & Co.

(Sanjeev K Jha)
Company Secretary
FCS-8690, CP No: 9870

Place: New Delhi
Date: 30th May 2019