



VIRTUALSOFT
Get The Digital Edge

29th September 2023

THE STOCK EXCHANGE MUMBAI,
Phroze Jeejeebhoy Towers,
Dalai Street, Mumbai-400 011

Sub: Summary of proceedings of the 31st Annual General Meeting of the Company held on 29.09.2023 Reference to Regulation 30(2) of the SEBI (LODR) Regulations, 2015

Dear Sir,

The 31st Annual General Meeting (AGM) of the Members of the **Virtualsoft Systems Limited** ("the Company") was held on Friday the 29th September, 2023 at 09.00 AM through Video Conference.

Company Secretary welcomed all the Shareholders & other persons present, who have joined in the 31st Annual General Meeting of Virtualsoft systems Limited through Video Conferencing and Other Audio Video Visual Mode.

Mr. Gokul Tandan, Managing Director was unanimously elected as Chairman of the Meeting. The requisite quorum being present, the Chairman called the meeting to order and welcomed the shareholders.

Chairman addressed the shareholders and he also briefly dealt with the vulnerability of economy due to the pandemic situation. Also records the appreciation for co-operation and support provided by the directors, auditors, internal auditors, buyers, suppliers, bankers, artisans, employees and associates of the company in every field of your Company's activities

The Chairman directed the Company Secretary to explain the procedural part of the meeting.

Company Secretary, explained the procedural part of the meeting and informed that those members who could not avail the remote e-voting facility can vote through insta poll during the meeting. She explained the resolutions before the meeting as follows:

Ordinary Business (Ordinary Resolution)

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023 and the Profit & Loss Account for the year ended as on that date and the Reports of Auditors and Directors thereon.

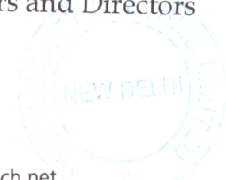
VIRTUALSOFT SYSTEMS LIMITED

(CIN No.: L72200DL1992PLC047931)

Regd. Office: S-101, Panchsheel Park, New Delhi- 110 017 India

Corp. Office: 59, Okhla Industrial Estate, Phase-III, New Delhi - 110 020

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Ordinary Business (Ordinary Resolution)

2. To re-appoint Mr. Rajendra Virupaksha Kulkarni, Director who retires by rotation and being eligible, has offered himself for reappointment.

Special Business (Special Resolution)

To approve the appointment of directorship of Mrs. Geeta Singh (DIN: 10269520) as Woman & Independent Director of the Company and for the purpose, to pass with or without modification the following resolution, which will be proposed as Special Resolution:

3. RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Geeta Singh (DIN 10269520) who, upon recommendations of the Nomination & Remuneration Committee, was appointed as an Additional Director of the Company by the Board of Directors with effect from August 28, 2023 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature to the office of Director, be and is hereby appointed as Woman & Independent Director of the Company not liable to retire by rotation, for the period of five years until August 27, 2028."

Special Business (Ordinary Resolution)

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS.

"RESOLVED THAT pursuant to the provisions of Regulation 2(1) (zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, for the following arrangements/ transactions/ contracts (including any

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other transfer of resources, services or obligations) to be entered into by the Company for the financial year 2023-24 “

Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year

S. No	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year
1.	Mr. Gokul Naresh Tandan	Chairman and Managing Director	Receipt of Unsecured Loan from him and payment of Interest thereon	2 Crore

Company Secretary invited the shareholders, to come forward and ask their questions who have registered themselves with us previously.

Chairman Company Secretary thanked all the shareholders and Directors who joined in the meeting through video conferencing and for their cooperation in smooth conduct of the AGM and declared the meeting as concluded.

This report is being submitted as required under Schedule III A (13) read with Regulation 30(2) of SEBI (LODR) Regulations, 2015.

Thanking You,

Yours Faithfully

For VIRTUALSOFT SYSTEMS LIMITED

Mukta
Mukta Ahuja
Company Secretary cum Compliance officer
ACS-49501



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