

BM/24-25/1

30th May, 2024

**THE STOCK EXCHANGE MUMBAI,
Phroze Jeejeebhoy Towers,
Dalai Street, Mumbai-400 011
BSE Scrip Code: 531126**

Sub: Outcome of Board Meeting held on 30th May, 2024 as per Regulation 30 & 33 of the SEBI (LODR) Regulation, 2015

Dear Sir /Madam,

In compliance with the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we would like to inform you that the Board of Directors of the Company at its meeting held today i.e May 30, 2024 at the corporate office of the Company, inter-alia:

1. Considered, approved and took on record the Audited Financial Results (Standalone & Consolidated) of the Company for the fourth quarter and financial year ended on March 31, 2024 along with the Auditor's Report by the Statutory Auditors of the Company and impact of audit qualifications. Copy of the same is attached herewith for your reference.
2. Reviewed the disclosures of related party transactions to BSE on half yearly basis pursuant to regulation 23(9) of SEBI (LODR), 2015.
3. Considered and approved the Re-Appointment of:
 - a) M/s. Dinesh Bajaj & Co., (**DDA S & Associates**) Practicing Chartered Accountants, as an Internal Auditor of the company in terms of Section 138 of the Companies Act, 2013 for undertaking the Internal audit of the company for financial year 2024-25.
 - b) M/s SJK & Co., Practicing Company Secretaries, as a Secretarial Auditor of the company in terms of Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014 for undertaking the secretarial audit of the company for financial year 2024-25.

The Board meeting commenced at 05:00 p.m. and concluded at 09:15 p.m.

VIRTUALSOFT SYSTEMS LIMITED

(CIN No.: L72200DL1992PLC047931)

Regd Office: S-101, Panchsheel Park, New Delhi-110017 India

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

T: 91 11 42701491, 49305050 | E: sales@virtsoft.com | W: www.virtsoft.com



The results will be published in the Newspapers as per the requirement of the Listing Agreement. This is submitted for your kind information and records.

Thanking you,

Yours faithfully,

FOR VIRTUOSOFT SYSTEMS LIMITED

Mukta Ahuja
Company Secretary & Compliance Officer

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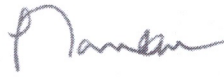
VIRTUALSOFT SYSTEMS LIMITED
Regd. Off: S-101 Panchsheel Park, New Delhi - 110017
PHONE No. 011-42701491
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STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 2024

(Amount in lakhs)

PARTICULARS	Quarter ended			Year ended	
	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	(Audited)	(Un-Audited)	(Audited)	(Audited)	(Audited)
1. Income from Operations					
a. Net Sales/ Income From Operations	68.23	30.00	87.85	138.73	120.10
b. Other Income	0.70	-	-	0.70	-
Total Income (a+b)	68.93	30.00	87.85	139.43	120.10
2. Expenses					
a. Cost of Materials Consumed	-	-	-	-	-
b. Purchase of Stock In Trade	66.47	20.06	76.16	113.55	88.16
c. Change in the inventories of Finished Goods, Work in Progress and Stock in Trade	-	-	-	-	-
d. Employee Benefit Expenses	15.27	12.98	14.38	53.94	49.47
e. Financial cost	-	-	-	-	-
f. Depreciation & Amortisation expenses	1.57	-	2.84	1.57	2.84
g. Other expenditure	31.69	14.38	19.89	81.57	71.60
Total Expenses	114.98	47.42	113.27	250.63	212.07
3. Profit/(Loss) before Exceptional items and Extraordinary items and TAX (1-2)	(46.05)	(17.42)	(25.42)	(111.20)	(91.98)
4. Exceptional Items	-	-	-	-	-
5. Profit/(Loss) before Extraordinary Items and tax (3-4)	(46.05)	(17.42)	(25.42)	(111.20)	(91.98)
6. Extraordinary items	-	-	-	-	-
7. Profit/(Loss) before Tax (5-6)	(46.05)	(17.42)	(25.42)	(111.20)	(91.98)
8. TAX Expenses					
Current Tax	-	-	-	-	-
Deferred Tax	-	-	-	-	-
Total Tax Expenses	-	-	-	-	-
9. Net Profit/(Loss) for the period (7-8)	(46.05)	(17.42)	(25.42)	(111.20)	(91.98)
10. Other Comprehensive income/(Loss)					
(a) items that will not be reclassified to profit and loss in subsequent period, net of tax	-	-	-	-	-
(b) Items that will be reclassified to profit and loss in subsequent period, net of tax	-	-	-	-	-
(C) Remeasurements of post-employment benefit obligations	(1.41)	-	(0.86)	(1.41)	(0.86)
Other Comprehensive income/(Loss) for the period (Net of Tax Expense)	(1.41)	-	(0.86)	(1.41)	(0.86)
11. Total Comprehensive income for the period (9+10)	(47.47)	(17.42)	(26.28)	(112.61)	(92.84)
12. No. of paid up equity shares	10,297,600	10,297,600	10,297,600	10,297,600	10,297,600
13. Earning Per Share before and alter extraordinary items (from Continuing Operations)					
of Rs. 10/- each)					
a) Basic (Rs.)	(0.46)	(0.17)	(0.25)	(1.08)	(0.89)
b) Diluted (Rs.)	(0.46)	(0.17)	(0.25)	(1.08)	(0.89)

NOTES:
)The above results were considered and taken on record by the board of directors in their meeting held on 30th May 2024
) Previous year figures has been re-classified & regrouped whenever necessary to confirm to the current year's classification.
) As required under Regulation 33 of SEBI(Listing Obligation & Disclosures requirements) Regulation 2015, completed and unmodified report forwarded to BSE Ltd. The said report oes not have any impact on the above results.
) Number of complaints received and disposed during the quarter - NIL and number of complaints lying unresolved at the commencement and end of quarter-NIL
) In view of huge brought forward losses, no provision for income tax and deferred tax assets has been created


Gokul Naresh Tandan
Director



30th May 2024
New Delhi

VIRTUALSOFT SYSTEMS LIMITED
Regd. Off: S-101 Panchsheel Park, New Delhi - 110017
PHONE No. 011-42701491
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STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31st MARCH 2024

(Amount in lakhs)

PARTICULARS	QUARTER ENDED			YEAR ENDED	
	31.03.2024 (Audited)	31.12.2023 (Un-Audited)	31.03.2023 (Audited)	31.03.2024 (Audited)	31.03.2023 (Audited)
1. Income from Operations					
a. Net Sales/ Income From Operations	202.01	83.72	113.00	511.82	358.70
b. Other Income	1.32	-	0.55	2.39	0.55
Total Income (a+b)	203.33	83.72	113.55	514.21	359.25
2. Expenses					
a. Cost of Materials Consumed	-	-	-	-	-
b. Purchase of Stock In Trade	80.27	52.65	102.39	227.91	262.62
c. Change in the inventories of Finished Goods, Work in Progress and Stock in Trade	-	-	-	-	6.99
d. Employee Benefit Expenses	73.43	75.01	68.01	275.08	248.64
e. Financial cost	2.45	(0.30)	(0.70)	9.22	10.90
f. Depreciation & Amortisation expenses	15.79	-	8.33	15.79	8.33
g. Other expenditure	81.77	42.34	56.04	226.79	236.92
Total Expenses	253.71	169.70	234.07	754.79	774.40
3. Profit/(Loss) before Exceptional Items and Extraordinary items and TAX (1-2)	(50.38)	(85.98)	(120.52)	(240.58)	(415.15)
4. Exceptional Items	-	-	-	-	-
5. Profit/(Loss) before Extraordinary Items and tax (3-4)	(50.38)	(85.98)	(120.52)	(240.58)	(415.15)
6. Extraordinary items	-	-	-	-	-
7. Profit/(Loss) before Tax (5-6)	(50.38)	(85.98)	(120.52)	(240.58)	(415.15)
8. TAX Expenses					
Current Tax	-	-	-	-	-
Deferred Tax	-	-	-	-	-
Total Tax Expenses	-	-	-	-	-
9. Net Profit/(Loss) for the period (7-8)	(50.38)	(85.98)	(120.52)	(240.58)	(415.15)
Less: Share of Minority in Current Year Profits/Loss	(18.74)	(24.80)	(92.78)	(48.13)	(155.25)
	(31.64)	(61.18)	(27.74)	(192.45)	(259.90)
10. Other Comprehensive income/(Loss)					
(a) items that will not be reclassified to profit and loss in subsequent period, net of tax	-	-	-	-	-
(b) Items that will be reclassified to profit and loss in subsequent period, net of tax	-	-	-	-	-
(C) Remeasurements of post-employment benefit obligations	(3.70)	-	3.76	(3.70)	3.73
Other Comprehensive income/(Loss) for the period (Net of Tax Expense)	-	-	-	-	3.73
11. Total Comprehensive income for the period (9+10)	(31.64)	(61.18)	(23.98)	(192.45)	(256.17)
12. No. of paid up equity shares	10,297,600	10,297,600	10,297,600	10,297,600	10,297,600
13. Earning Per Share before and alter extraordinary Items (from Continuing Operations) (of RS. 10/- each)					
(a) Basic (RS.)	(0.31)	(0.59)	(0.23)	(1.87)	(2.49)
(b) Diluted (RS.)	(0.31)	(0.59)	(0.23)	(1.87)	(2.49)

NOTES:

- 1) The above results were considered and taken on record by the board of directors in their meeting held on 30th May 2024
- 2) Previous year figures has been re-classified & regrouped whenever necessary to confirm to the current year's classification.
- 3) As required under Regulation 33 of SEBI(Listing Obligation & Disclosures requirements) Regulation 2015, completed and unmodified report forwarded to BSE Ltd. The said report does not have any
- 4) Number of complaints received and disposed during the quarter - NIL and number of complaints lying unresolved at the commencement and end of quarter-NIL
- 5) In view of huge brought forward losses, no provision for income tax and deferred tax assets has been created

30th May 2024
New Delhi,

Gokul Tandan
Managing Director



VIRTUALSOFT SYSTEMS LIMITED
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STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH 2024

(Amount in lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	31.03.2024 (Audited)	31.03.2023 (Audited)	31.03.2024 (Audited)	31.03.2023 (Audited)
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	15.03	15.14	77.41	58.79
(b) Intangible assets	-	-	815.30	816.50
(c) Intangible assets under development	90.11	90.11	1,087.76	1,029.26
(d) Rights-of-use assets	-	-	-	-
(e) Financial Assets				
(i) Investments	926.30	926.30	-	-
(ii) Loans	1.15	1.15	8.17	9.63
(iii) Others	-	-	-	-
(f) Other non current assets	-	-	-	-
Total Non-Current Assets	1,032.59	1,032.70	1,988.64	1,914.18
Current Assets				
(a) Inventories	-	-	-	-
(b) Financial Assets				
(i) Trade Receivables	53.51	85.78	127.44	102.89
(ii) Cash and cash equivalents	25.40	49.62	36.77	54.14
(iii) Other Bank balances	4.77	2.50	21.32	2.50
(iv) Loans	-	-	19.87	19.48
(v) Other current financial assets	0.30	1.91	0.30	1.91
(c) Other current assets	31.21	37.30	98.98	102.10
Total Current Assets	115.19	177.11	304.68	283.02
Total Assets	1,147.78	1,209.82	2,293.32	2,197.22
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	1,029.76	1,029.76	1,029.76	1,029.76
(b) Other equity	(2,149.61)	(2,037.00)	(3,394.70)	(3,214.12)
Total Equity	(1,119.85)	(1,007.24)	(2,364.94)	(2,184.36)
Minority Interest			(435.57)	(371.87)
Liabilities				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowing	2,175.33	2,099.23	4,640.04	4,214.74
(ii) Other Financial Liabilities	-	-	-	-
(iii) Lease Liabilities	-	-	-	-
(b) Provisions	19.13	15.22	54.72	48.38
(c) Deferred Tax Liabilities (Net)	-	-	-	-
(d) Other Non-Current Liabilities	-	-	-	-
Total Non-Current Liabilities	2,194.46	2,114.45	4,259.19	3,891.25
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowing	-	-	111.25	131.19
(ii) Trade Payable	64.47	96.72	94.79	135.10
(iii) Lease Liabilities	-	-	-	-
(iv) Other Financial Liabilities	0.71	0.71	1.32	2.60
(b) Other current Liabilities	6.76	1.02	188.06	3.28
(c) Provisions	1.23	4.16	3.64	218.16
Total Current Liabilities	73.18	102.61	399.06	490.33
Total Equity and Liabilities	1,148	1,209.82	2,293	2,197.22

NOTES:

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- 3) As required under Regulation 33 of SEBI(Listing Obligation & Disclosures requirements) Regulation 2015, completed and unmodified report forwarded to BSE
- 4) Number of complaints received and disposed during the quarter - NIL and number of complaints lying unresolved at the commencement and end of quarter-NIL
- 5) In view of huge brought forward losses, no provision for income tax and deferred tax assets has been created

30th May 2024
 New Delhi

[Signature]



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STATEMENT OF STANDALONE OF CASHFLOW FOR THE YEAR ENDED 31ST MARCH 2024

(Amount in lakhs)

Particulars	Year ended 31-03-2024	Year ended 31-03-2023
	(Audited)	(Audited)
Cash flow from operating activities		
Total comprehensive income for the year	(111.20)	(91.98)
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortization	1.57	2.84
Provision for employees benefits obligation	4.12	2.75
(Profit)/Loss on sale of property, plant and equipment	0.17	-
Other comprehensive income	(1.41)	(0.86)
Operating profit before working capital changes	(106.75)	(87.26)
Movements in working capital:		
(Decrease)/increase in trade payables and other liabilities	(32.25)	(58.07)
Decrease/(increase) in trade receivable	32.28	(16.06)
Decrease/(increase) in other current assets	8.03	78.96
Cash generated from operations	(98.69)	(82.42)
Direct taxes paid	-	-
Net cash flow from/(used in) operating activities (A)	(98.69)	(82.42)
Cash flows from investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress	(1.83)	(3.08)
Proceeds from sale of property, plant and equipment	0.20	-
Net cash flow from investing activities (B)	(1.63)	(3.08)
Cash flow from financing activities		
Proceeds/(Repayment) of long-term borrowings & Lease liabilities	76.10	114.60
Net cash flow from / (used in) financing activities (C)	76.10	114.60
Net increase/(decrease) in cash and cash equivalents (A + B +C)	(24.22)	29.10
Cash and cash equivalents at the beginning of the year	49.62	20.53
Cash and cash equivalents at the end of the year	25.40	49.62
Components of cash and cash equivalents		
Cash in hand	1.42	15.38
With banks in current account	23.27	33.52
Unpaid dividend accounts	0.71	0.71
Total cash and cash equivalents	25.40	49.62



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STATEMENT OF CONSOLIDATED OF CASHFLOW FOR THE YEAR ENDED 31ST MARCH 2024

(Amount in lakhs)

Particulars	Year ended 31-03-2024	Year ended 31-03-2023
	(Audited)	(Audited)
Cash flow from operating activities		
Profit after tax	(240.58)	(415.15)
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortization	15.79	8.33
(Profit)/Loss on sale of property, plant and equipment	0.17	-
Other comprehensive income	(3.70)	3.73
Provision for employees benefits obligation	9.0	-
Interest expense	9.22	10.90
Interest income	(1.69)	(0.55)
Operating profit before working capital changes	(211.79)	(392.73)
Movements in working capital:		
(Decrease)/increase in trade payables and other liabilities	(74.29)	3.97
(Decrease)/increase in short-term provisions	-	0.16
Decrease/(increase) in trade receivable	(24.55)	(18.39)
Decrease/(increase) in inventories	-	6.99
Decrease/(increase) in other bank balances	(13.55)	-
Decrease/(increase) in short term loans	(0.38)	(0.27)
Decrease/(increase) in other current assets	1.49	72.49
Cash generated from operations	(323.07)	(327.78)
Direct taxes paid	-	-
Net cash flow from/(used in) operating activities (A)	(323.07)	(327.78)
Cash flows from investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress	(90.80)	(27.21)
Proceeds from sale of property, plant and equipment	0.20	-
(Decrease)/increase in long-term provisions	-	1.63
Decrease/(increase) in long term loans Assets	(1.54)	0.19
Interest received	1.69	0.55
Net cash flow from investing activities (B)	(90.44)	(24.84)
Cash flow from financing activities		
Proceeds/(Repayment) of long-term borrowings & Lease liabilities	405.36	364.62
Proceeds/(Repayment) of short-term borrowings & lease liabilities	-	31.07
Interest paid	(9.22)	(10.91)
Net cash flow from / (used in) financing activities (C)	396.14	384.78
Net increase/(decrease) in cash and cash equivalents (A + B +C)	(17.37)	32.16
Cash and cash equivalents at the beginning of the year	54.14	21.97
Cash and cash equivalents at the end of the year	36.77	54.14
Components of cash and cash equivalents		
Cash in hand	3.67	18.19
With banks in current account	32.39	35.24
Unpaid dividend accounts	0.71	0.71
in deposit accounts	-	-
Total cash and cash equivalents	36.77	54.14



INDEPENDENT AUDITOR'S REPORT ON THE QUATERLY AND ANNUAL STANDALONE AUDITED FINANCIAL RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 AND 52 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REGULATIONS, 2015, AS AMENDED

To
The Board of Directors
Virtualsoft Systems Limited
New Delhi

Report on the Audit of the Financial Results for the Quarter and Year ended 31st March 2024

Opinion

We have audited the accompanying standalone financial result of Virtualsoft Systems Limited ("the Company"), for the quarter and year ended on 31st March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulations 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report the aforesaid financial statements:

- is presented in accordance with requirements of Regulations 33 of the Listing Regulations; and
- gives true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting standards ("Ind AS") prescribed and other accounting principles generally accepted in India of the net profit and total comprehensive income, and other financial information of the Company for the quarter and year ended 31st March 2024.

Basis for Qualified Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013 (the "Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the quarter and year ended March 31, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Emphasis of matter

The Companies' net worth has been eroded completely. The net worth of the company as on 31st March 2024 is (-) INR 1119.85 Lakh. The accumulated losses in the reporting year ended 31st March 2024 amounting to INR 2149.61 Lakh as per the books of accounts maintained.

Management's Responsibilities for the Standalone Financial Statements

The Statement, which includes the Standalone financial results, is the responsibility of the Company's Board of Directors, and has been approved by it for the issuance. The Statement has been compiled from the related audited Interim Condensed Standalone Financial Statements as at and for the quarter and year ended March 31, 2024. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended March 31, 2024 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Ind AS, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors is responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting



estimates made by the Board of Directors.

- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude, on the appropriateness of the Board of Directors' use of the going concern basis of accounting, the management have prepared financials on going concern basis through the company is continuously having negative net worth in last few years.

The company's net worth as on 31st March 2024 is negative amounting to (-) INR 1119.85 Lakh which cast a serious doubt on the ability of the company to continue as going concern.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Others Matters

The statement includes the results for the quarter ended 31st March 2024 being the balancing figure between the audited figures of full financial year ended 31st March 2024 and the published unaudited year to date figures up to the third quarter of current financial year, which were subject to a limited review under the listing regulations.

Our conclusion on the statement is not modified in respect of the above matters.

For Rajesh Raj Gupta & Associates LLP

Chartered Accountants

(FRN No.026338N/N500357)

CA. Manoj Kumar

Partner

Membership No. 521409

UDIN: 24521409BKCRVR5577

Date: 30th May 2024

Place: New-Delhi



INDEPENDENT AUDITOR'S REPORT ON THE QUATERLY AND ANNUAL CONSOLIDATED AUDITED FINANCIAL RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 AND 52 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REGULATIONS, 2015, AS AMENDED

To
The Board of Directors
Virtualsoft Systems Limited
New Delhi

Report on the Audit of the Financial Results for the Quarter and Year ended 31st March 2024

Opinion

We have audited the accompanying consolidated financial result of Virtualsoft Systems Limited ("the Company") and its subsidiary (the company and its subsidiaries together referred to as the "Group"), for the quarter and year ended on 31st March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulations 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report the aforesaid financial statements:

- Includes the results of the subsidiaries as given in the Annexure to this report.
- is presented in accordance with requirements of Regulations 33 of the Listing Regulations; and
- gives true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting standards ("Ind AS") prescribed and other accounting principles generally accepted in India of the net profit and total comprehensive income, and other financial information of the Group for the quarter and year ended 31st March 2024.

Basis for Qualified Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013 (the "Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the quarter and year ended March 31, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Emphasis of matter

The Groups' net worth has been eroded completely. The net worth of the group as on 31st March 2024 is (-) INR 2,364.94 Lakhs. The accumulated losses in the reporting year ended 31st March 2024 amounted to INR 3,394.70 Lakhs as per the books of accounts maintained.

Management's Responsibilities for the Consolidated Financial Statements

The Statement, which includes the Consolidated financial results, is the responsibility of the Groups' Board of Directors, and has been approved by it for the issuance. The Statement has been compiled from the related audited Interim Condensed Consolidated Financial Statements as at and for the quarter and year ended March 31, 2024. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended March 31, 2024 that give a true and fair view of the net profit and other comprehensive income and other financial information of Group in accordance with the recognition and measurement principles laid down in Ind AS, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Results, the Board of Directors is responsible for assessing the G's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.



- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting, the management have prepared financials on going concern basis through the Group is continuously having negative net worth in last few years.

The Groups' net worth as on 31st March 2024 is negative amounting to (-) INR 1119.85 Lakh which cast a serious doubt on the ability of the Group to continue as going concern.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the Consolidated Financial Results of the Group to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Results of which we are the independent auditors.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Others Matters

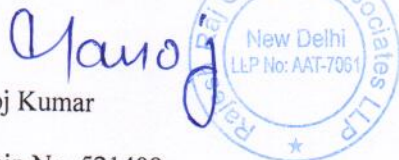
The statement includes the results for the quarter ended 31st March 2024 being the balancing figure between the audited figures of full financial year ended 31st March 2024 and the published unaudited year to date figures up to the third quarter of current financial year, which were subject to a limited review under the listing regulations.

Our conclusion on the statement is not modified in respect of the above matters.

For Rajesh Raj Gupta & Associates LLP

Chartered Accountants

(FRN No.026338N/N500357)



CA. Manoj Kumar

Partner

Membership No. 521409

UDIN: 24521409BKCRVT2910

Date: 30th May, 2024

Place: New-Delhi

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024. [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	S. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	139.43	139.43
	2.	Total Expenditure	250.63	250.63
	3.	Net Profit/(Loss)	(111.20)	(111.20)
	4.	Earnings Per Share	(1.08)	(1.08)
	5.	Total Assets	1147.78	1147.78
	6.	Total Liabilities	2267.64	2267.64
	7.	Net Worth	(1119.85)	(1119.85)
	8.	Any other financial item(s) (as felt appropriate by the management)		


II. Audit Qualification

S. No	Particulars	Remarks
a.	Details of Audit Qualification:	<p>Following qualification has been given by the Auditors in the audit report on Standalone Financial Statements of the Company:</p> <p>The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.</p>
b.	Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Qualified Opinion
c.	Frequency of qualification: Whether appeared first time / repetitive / since how long continuing	First Time
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	We would like to inform you that company has already put in place adequate Internal control system within the guidance of


		system in liaison with auditors and management further putting efforts to improve the internal control system.
e.	For Audit Qualification(s) where the impact is not quantified by the auditor:	NA
	i. Management's estimation on the impact of audit qualification:	NA
	ii. If management is unable to estimate the impact, reasons for the same:	NA
	iii. Auditors' Comments on (i) or (ii) above:	NA


For Rajesh Raj Gupta And Associates LLP
Chartered Accountants
FRN: 026338N/N500357

CA. Manoj Kumar
Partner
Membership No 521409



For on behalf of the Board


Gokul Naresh Tandan
Managing Director


Geeta Singh
Chairman of Audit Committee

Athar Ahmad
Chief Financial Officer



ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024. [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	S. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	514.21	514.21
	2.	Total Expenditure	754.79	754.79
	3.	Net Profit/(Loss)	(240.58)	(240.58)
	4.	Earnings Per Share	(1.87)	(1.87)
	5.	Total Assets	2293.32	2293.32
	6.	Total Liabilities	4658.25	4658.25
	7.	Net Worth	(2364.94)	(2364.94)
	8.	Any other financial item(s) (as felt appropriate by the management)		

II. Audit Qualification

S. No	Particulars	Remarks
a.	Details of Audit Qualification:	<p>Following qualification has been given by the Auditors in the audit report on consolidated Financial Statements of the Company:</p> <p>The Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were not operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.</p>
b.	Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Qualified Opinion
c.	Frequency of qualification: Whether appeared first time / repetitive / since how long continuing	First Time

d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	We would like to inform you that company has already put in place adequate Internal control system within the guidance of management and also taking care of that system in liaison with auditors and management further putting efforts to improve the internal control system.
e.	For Audit Qualification(s) where the impact is not quantified by the auditor:	NA
	i. Management's estimation on the impact of audit qualification:	NA
	ii. If management is unable to estimate the impact, reasons for the same:	NA
	iii. Auditors' Comments on (i) or (ii) above:	NA

For Rajesh Raj Gupta And Associates LLP
Chartered Accountants
FRN: 026338N/N500357

CA. Manoj Kumar
Partner
Membership No 521409



For on behalf of the Board

Gokul Naresh Tandan

Gokul Naresh Tandan
Managing Director

Geeta Singh

Geeta Singh
Chairman of Audit Committee

Athar Ahmad
Chief Financial Officer

Athar Ahmad