

September 4, 2024

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

**Sub: 32<sup>nd</sup> AGM, BOOK CLOSURE AND ELECTRONIC VOTING SCHEDULE:**

We request you to kindly take note of the following schedule:

SNO	Particulars	Details
1	32 <sup>nd</sup> AGM ON	MONDAY, the September 30 <sup>th</sup> 2024
2	TIME	09:00 am
3	VENUE	Not applicable since the 32 <sup>nd</sup> AGM is proposed to be conducted through Video Conferencing ("VC") and Other Audio-Visual Means ("OAVM").
4	BOOK CLOSURE START DATE	24/09/2024
5	BOOK CLOSURE END DATE	30/09/2024
6	CORPORATE BENEFITS, if any	NA
7	Electronic voting cut-off date for determining member entitled to vote electronically	23/09/2024
8	Electronic Voting start	27/09/2024 09:00 AM
9	Electronic Voting End	29/09/2024 05:00 PM
10	E-Voting Website	<a href="http://www.evoting.nsdl.com/">http://www.evoting.nsdl.com/</a>

We request you to kindly take on record the above and acknowledge the receipt of this letter.

Thanking You,

Yours Faithfully,

FOR VIRTUALSOFT SYSTEMS LIMITED

*Mukta*  
Mukta Ahuja

Company Secretary & Compliance Officer



**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

## NOTICE

Notice is hereby given that the Thirty-Two (32<sup>nd</sup>) Annual General Meeting of the Members of the Company will be held on Monday, September 30, 2024 at 9:00 a.m. through video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2024 and the Profit & Loss Account for the year ended as on that date and the Reports of Auditors and Directors thereon.
2. To re-appoint Mr. Gokul Naresh Tandan, Director who retires by rotation and being eligible, has offered himself for reappointment.
3. To appoint M/s Rajesh Raj Gupta & Associates LLP., Chartered Accountants (FRN: 026338N/N500357) as Statutory Auditor of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, approval of the Members of the company be and is hereby accorded to appoint M/s. Rajesh Raj Gupta & Associates LLP., Chartered Accountants (FRN: 026338N/N500357), as the Statutory Auditor of the Company for a period of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of 37th Annual General Meeting to be held in the year 2029, on such remuneration as may be recommended by Audit Committee and mutually agreed upon by the Board of the company and the Auditors.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

### 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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

**SPECIAL BUSINESS:**

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 other transfer of resources, services or obligations) to be entered into by the Company for the financial year 2024-25 “

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 & Managing Director	Receipt of Unsecured Loan from him and payment of Interest thereon	As required not exceeding INR 10,00,00,000 (Ten Crore)
2.	Empyrean Spirits Private Limited	Subsidiary	Receipt of Unsecured Loan from him and payment of Interest thereon	As required not exceeding INR 10,00,00,000 (Ten Crore)

5. CONTINUATION OF MR. GOKUL NARESH TANDAN (DIN:00441563) AS MANAGING DIRECTOR (EXECUTIVE DIRECTOR) UPON ATTAINING AGE OF SEVENTY YEARS

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Mr. Gokul Naresh Tandan (DIN: 00441563) upon attaining the age of 70 (Seventy) years on 25<sup>th</sup> March 2024, on the existing terms and conditions duly approved in the Annual General Meeting through a Special Resolution passed on 28 September, 2020.”

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 28 September, 2020 with respect to the appointment of Mr. Gokul Naresh Tandan, as Managing Director shall continue to remain in full force and effect till the continuance of his term as per Resolution passed dated 28<sup>th</sup> September 2020.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

#### 6. APPROVAL FOR NAME CHANGE OF COMPANY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 13, 14, and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 45 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) or re-enactment(s), thereof for the time being in force) and subject to the approval(s)/ consent(s) or permission(s) of the Stock Exchanges, Ministry of Corporate affairs, Central Government and any other regulatory and statutory authorities, as may be required, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “VirtualSoft Systems Limited to “**Kati Patang Collective Limited**” or any other name as may be decided by the board “

“RESOLVED FURTHER THAT Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause: “

I. The name of the Company is “**Kati Patang Collective Limited**” or any other name as may be decided by the board.”

#### 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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

“RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. “Virtualsoft Systems Limited” be substituted with the new name, i.e. “Kati Patang Collective Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing.

“RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.

By Order of the Board of Directors

Sd/-

Gokul Tandan

Managing Director

Dated: September 03, 2024

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

**NOTES:**

1. In view of the continuing Covid-19 pandemic and social distancing norms to be followed, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2023 read with circulars dated April 8, 2023 and April 13, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 3 and 4 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Sanjeev Kumar Jha, Practicing Company Secretary (FCS No. 8690, CP No. 9870) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cssanjeevjha@gmail.com](mailto:cssanjeevjha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.

**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

T: +91 11 49045050, 42701491 | E: [sales@virtsoft.com](mailto:sales@virtsoft.com) | W: [www.virtsoft.com](http://www.virtsoft.com), [www.vreach.net](http://www.vreach.net)

7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2024 to September 29, 2024 (both days inclusive).
9. Members are requested to kindly notify the change of address, if any to the Company/ the Registrar / Depository Participant.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.virtsoft.com](http://www.virtsoft.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
11. The Company has appointed Mr. Sanjeev Kumar Jha, Practicing Company Secretary holding CP No: 9870 as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
12. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
13. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, at email id [athar@virtsoft.com](mailto:athar@virtsoft.com) at least one week before the meeting.
14. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
16. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2023, the Annual Report including audited financial statements for the financial year 2024 including notice of 32<sup>nd</sup> AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:investor@masserv.com">investor@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

**18. Voting through electronic means:**

- (1) In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members.
- (2) **The remote e-voting period begins on Friday, September, 27, 2024 at 9:00 A.M. and ends on Sunday, September, 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of**

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

**Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.**

(2) Detailed procedure is given in the enclosed letter.

**INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

- (i) The shareholders need to visit the e-voting website of NSDL <http://www.evoting.nsdl.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the VirtualSoft Systems Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

### INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evoting.nsdl.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.
- In the "Name" field - Put your USERID as informed in e-mail..
- In the "last name" field - Enter your Name
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"
- Click join now button.
- Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.
- Event will start and you will be in the AGM through Video conferencing.
- You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

### PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
  - ✓ Windows 7, 8 or 10
  - ✓ I3
  - ✓ Microphone, speaker
  - ✓ Internet speed minimum 700 kbps
  - ✓ Date and time of computer should be current date and time

### PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

**NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.**

### PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website [http://www.evoting.nsdl.com /](http://www.evoting.nsdl.com/).  
Below screen will be appear.

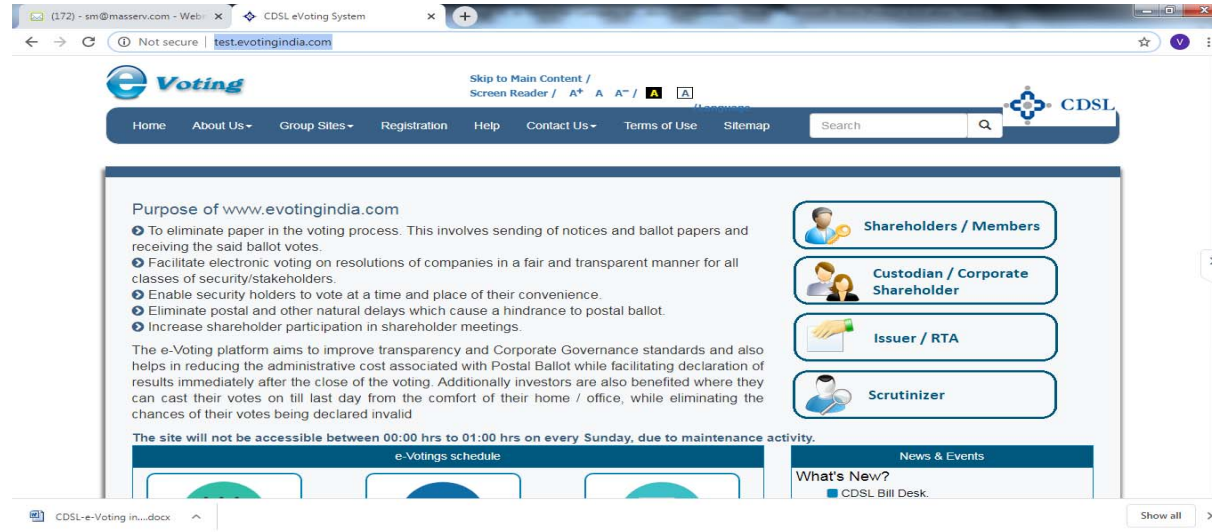
#### VIRTUALSOFT SYSTEMS LIMITED

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



ii. Press Shareholders/Members tab, after which the below screen will be appear.

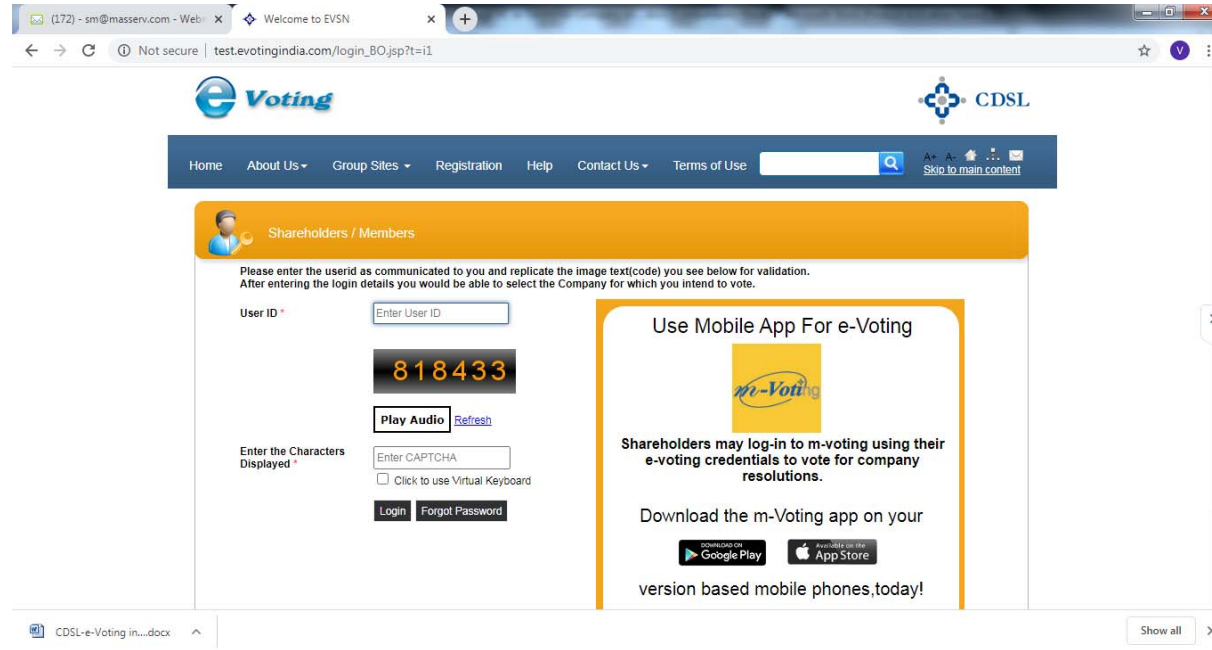
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.  
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

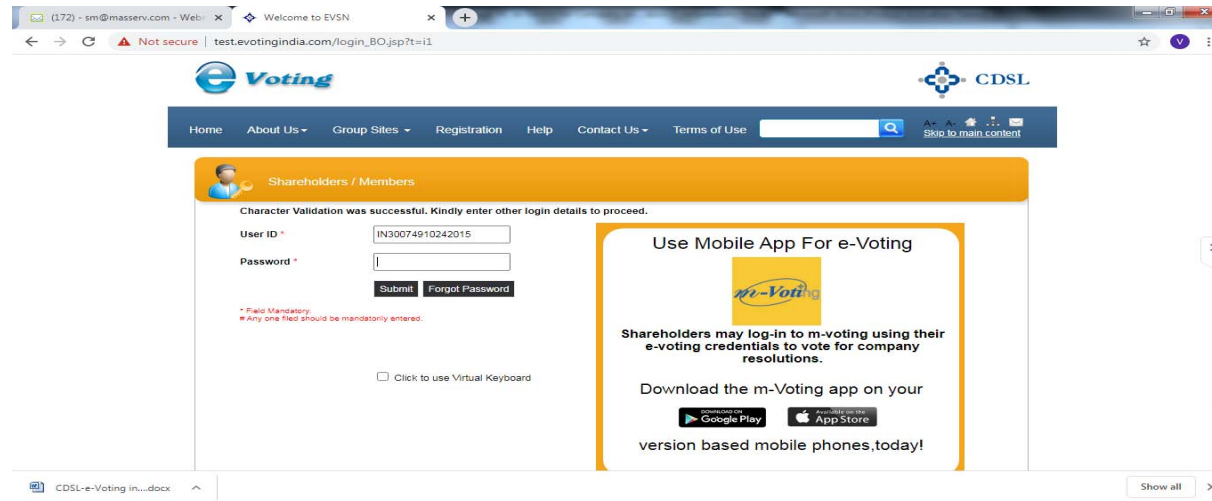
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

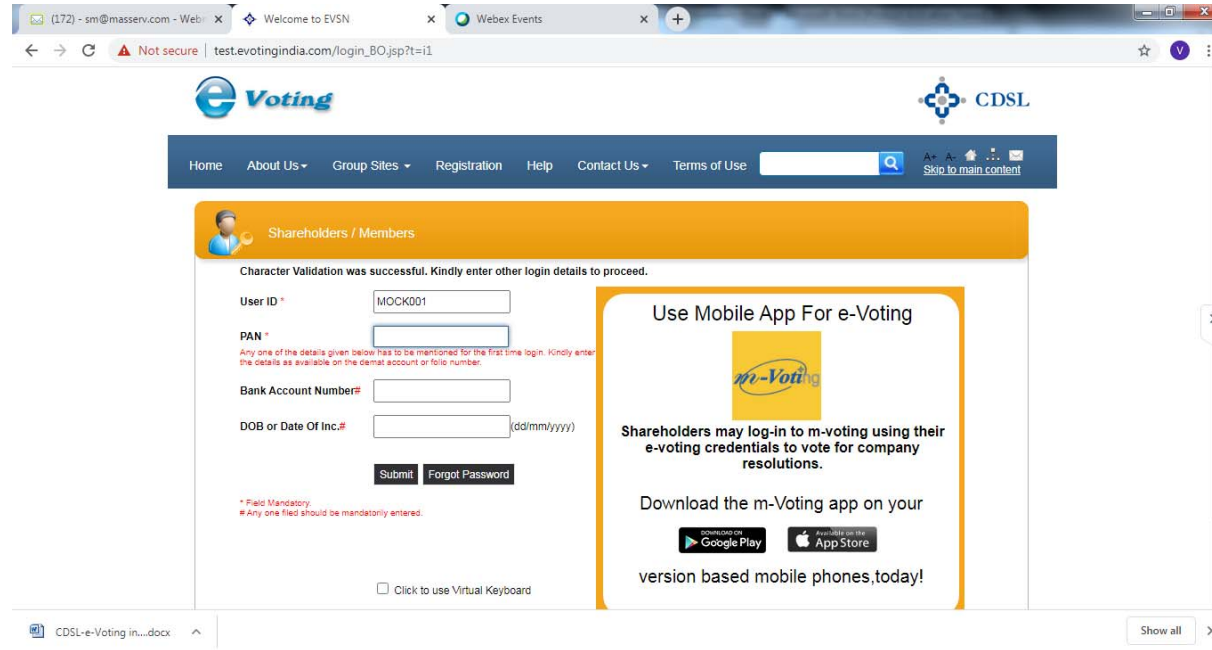
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



Character Validation was successful. Kindly enter other login details to proceed.

User ID \*

PAN \*

Any one of the details given below has to be mentioned for the first time login. Kindly enter the details as available on the demat account or folio number.


Bank Account Number#

DOB or Date Of Inc.#  (dd/mm/yyyy)

\* Field Mandatory  
# Any one field should be mandatorily entered.

Click to use Virtual Keyboard

**Use Mobile App For e-Voting**



Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions.

Download the m-Voting app on your

version based mobile phones, today!

- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

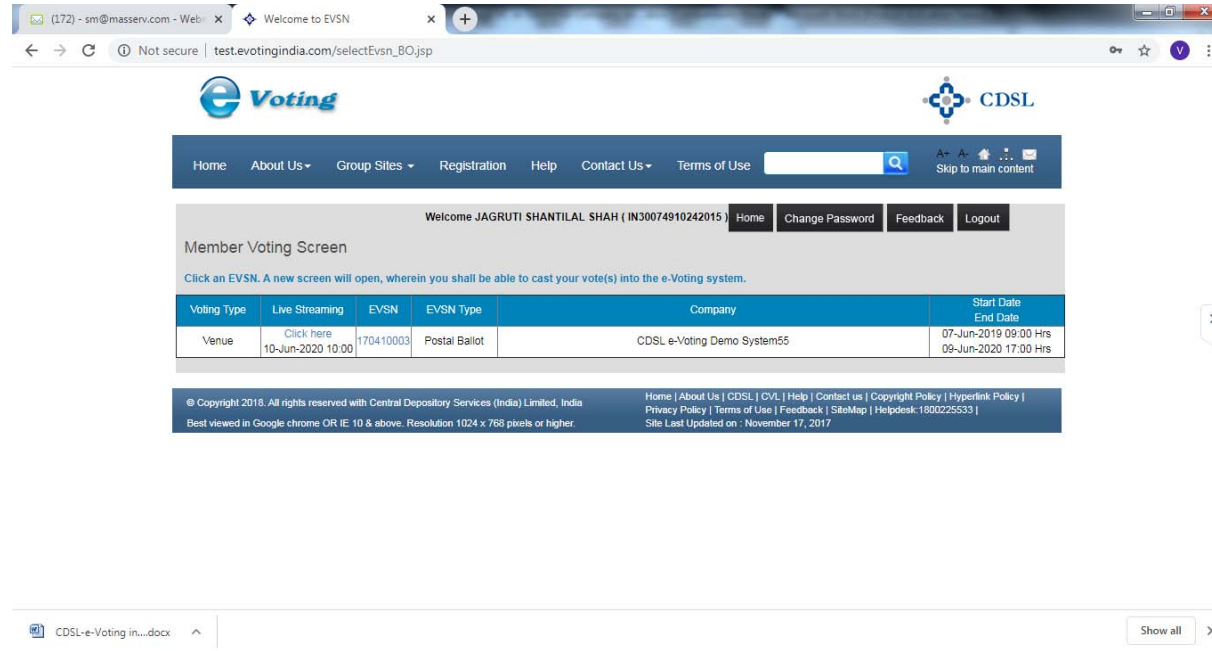
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



© Copyright 2018. All rights reserved with Central Depository Services (India) Limited, India. Best viewed in Google chrome OR IE 10 & above. Resolution 1024 x 768 pixels or higher.

- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.  
E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.

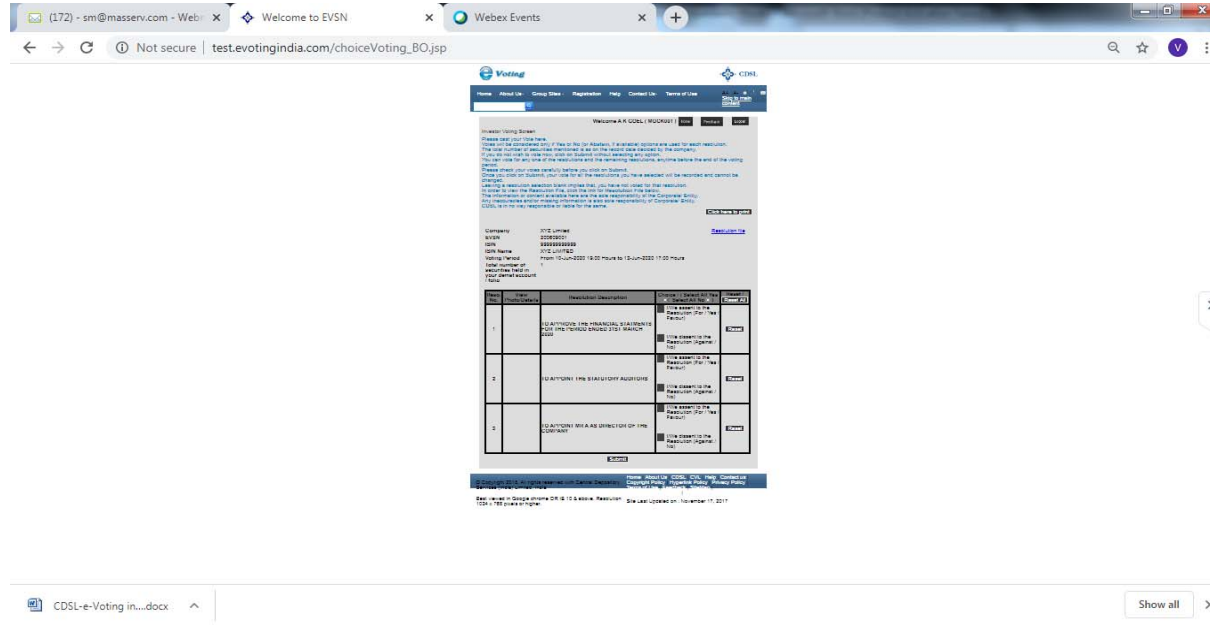
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



test.votingindia.com/choiceVoting\_BO.jsp

Welcome A.K.GOSWAMI (VOTER)

Resolution Voting Screen

Resolution Description

Sl. No.	Resolution Description	Control (Display for the Resolution)	Control (Display for the Resolution)
1	IS ATTORNEY THE FINANCIAL MANAGER FOR THE PERIOD ENDED 31.03.2020	Click on the Resolution Page	Click on the Resolution Page
2	IS ATTORNEY THE STATISTICAL AUDITOR?	Click on the Resolution Page	Click on the Resolution Page
3	IS ATTORNEY MY A AS DIRECTOR OF THE COMPANY?	Click on the Resolution Page	Click on the Resolution Page

CDL-e-Voting in...docx

Show all

Screen for login into Video Conferencing is shown below:

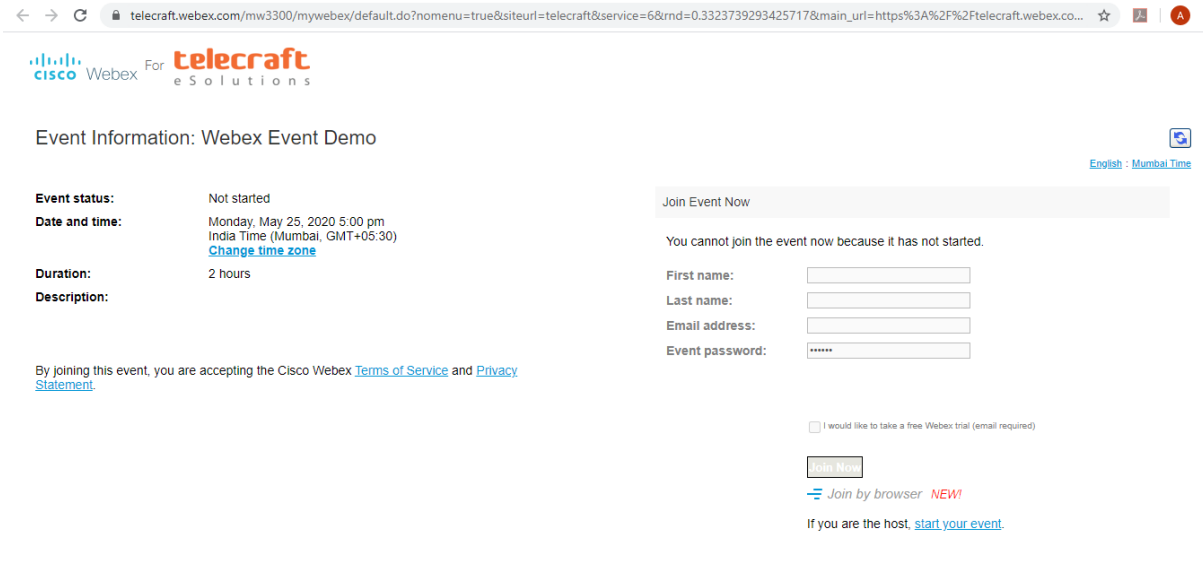
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



The screenshot shows a web browser window with the URL [telecraft.webex.com/mw3300/mywebex/default.do?nomenu=true&siteurl=telecraft&service=6&rnd=0.3323739293425717&main\\_url=https%3A%2F%2Ftelecraft.webex.co...](https://telecraft.webex.com/mw3300/mywebex/default.do?nomenu=true&siteurl=telecraft&service=6&rnd=0.3323739293425717&main_url=https%3A%2F%2Ftelecraft.webex.co...). The page header includes the Cisco Webex logo and 'For telecraft eSolutions'. The main heading is 'Event Information: Webex Event Demo'. On the right, there is a language selector set to 'English : Mumbai Time'. The event details are as follows:

- Event status:** Not started
- Date and time:** Monday, May 25, 2020 5:00 pm India Time (Mumbai, GMT+05:30) [Change time zone](#)
- Duration:** 2 hours
- Description:**

Below the details, there is a link: 'By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).' The registration form includes a 'Join Event Now' button, a message 'You cannot join the event now because it has not started.', and input fields for 'First name', 'Last name', 'Email address', and 'Event password'. There is also a checkbox for 'I would like to take a free Webex trial (email required)', a 'Join Now' button, and a link 'Join by browser NEW!'. At the bottom, it says 'If you are the host, [start your event](#)'.

Fill the details as:

- In the "Name" field - Enter your USERID as given in email
- In the "last name" field - Enter your Name
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear :

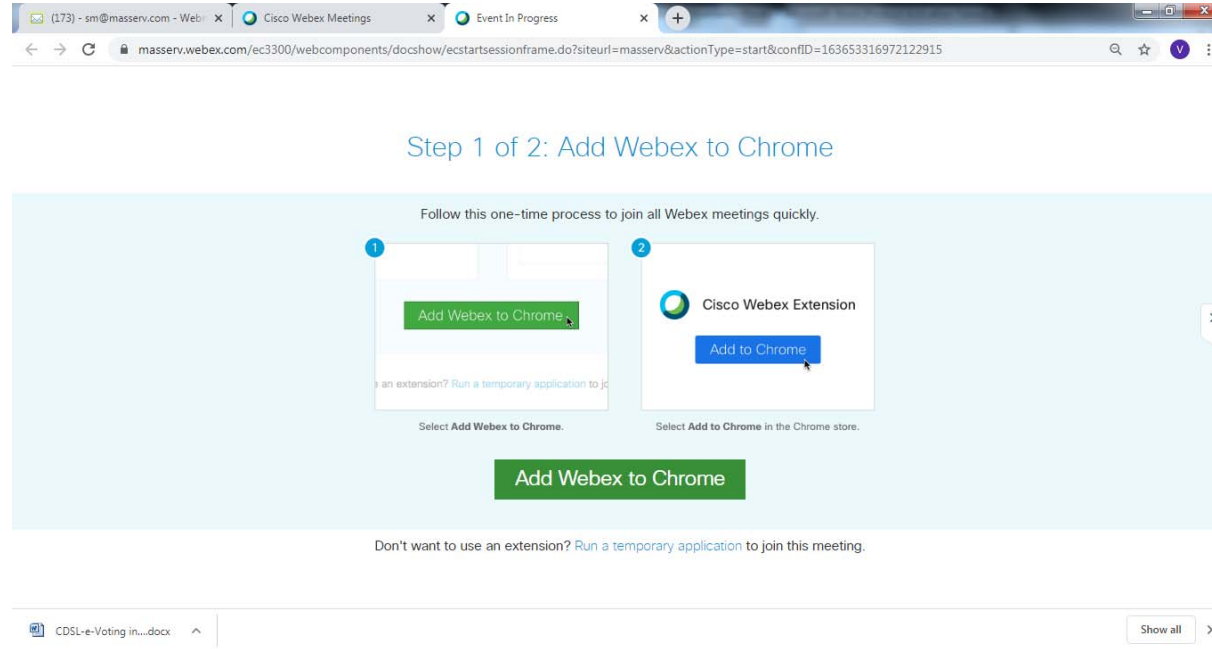
**VIRTUALSOFT SYSTEMS LIMITED**

(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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

By Order of the Board of Directors

Sd/-

Gokul Naresh Tandan

Managing Director

Dated: September 03, 2024.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)**

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

#### Item No 4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

Pursuant to the provision of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), all material related party transactions shall require the approval of the shareholders.

Accordingly, the approval of the shareholders by way of an Ordinary Resolution is sought under Regulation 23 of LODR for arrangements/ transactions/ contracts to be entered into with Related Parties in one or more tranches. The particulars of the Related Party Transactions for which approval/ratification of the Members is sought, are as follows:

#### 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	As required for a sum not exceeding Rs. 10,00,00,000/- (ten crore)
2.	Empyrean Spirits Private Limited	Subsidiary	Receipt of Unsecured Loan from him and payment of Interest thereon	As required not exceeding INR 10,00,00,000 (Ten Crore)

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice. This resolution enables the Board of Directors of the Company to approve related party transactions, as may be required by the Company, from time to time.

Moreover, by the proposed resolution, approval of the members is also sought for the material related party arrangements/transactions/ contracts for financial years 2024-25 with the related party.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013. However, the same are

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

covered by Ind AS - 24 and hence, the approval of the members is sought by way of Ordinary resolution under Regulation 23 of the Listing Regulations.

Except Mr. Gokul Naresh Tandan and their relatives, none of the Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company.

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

#### **Item No 5. Continuation of Mr. Gokul Naresh Tandan (Din: 00441563) as Managing Director upon attaining age of Seventy years**

The Shareholders of the Company at the 28<sup>th</sup> Annual General Meeting held on 28 September, 2020 approved reappointment of **Gokul Naresh Tandan (Din: 00441563)** as a Managing Director of the Company for a period of five years effective from 31<sup>st</sup> July 2020 to 30<sup>th</sup> July 2025 through a Special Resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. Mr. Gokul Naresh Tandan, Whole Time Director will attain the age of 70 years on 25 March, 2024. The Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

Gokul Naresh Tandan aged 70 years is currently Group Executive Chairman VirtualSoft (virtsoft.com) – India’s pioneering Rich & Value-Added Communications Solutions Provider & Incubator. This Unique portfolio of companies and offerings enables Indian Enterprises – Large and Small – to collaborate and team internally and externally to maximize communication & international travel effectiveness, business productivity, compliance, and continuity.

Gokul Naresh Tandan is essentially a Serial Entrepreneur with an experience of building multiple businesses to national and global scale with dedication and focus for 5 to 10 years and then exiting with significant value for all Shareholders.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice. This explanatory statement and the resolution at Item no. 5 may also be read

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Gokul Naresh Tandan, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 5.

### **Item No 6. Approval For Name Change of Company**

It is to be noted that pursuant to the approval of the board of directors and the members of the Company in the meeting held on June 25, 2024 and July 25, 2024, respectively, the Company had acquired 98% equity shares of Empyrean Spirits Private Limited (“ESPL”), a beer manufacturing company known under the brand name of Katti Patang.

In light of the aforesaid acquisition and to reflect the business of ESPL in the name of the Company, the board of directors, in its meeting held on September 03, 2024, accorded its approval for name change of the Company.

Pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate from the Practicing Chartered Accountant stating compliance with conditions provided in Sub- regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached as Annexure to the Notice for the reference to the members of the Company.

The above alteration requires the approval of members of the Company via. passing a special resolution.

The Board now recommends the resolution for your approval. None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net

Annexure to Notice of 32<sup>nd</sup> Annual General Meeting

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 2:

<b>Name</b>	<b>Mr. Gokul Naresh Tandan</b>
Experience - Expertise in specific functional areas - Job profile and suitability	<p>Gokul Naresh Tandan is currently Group Executive Chairman VirtualSoft (virtsoft.com) – India’s pioneering Rich &amp; Value-Added Communications Solutions Provider &amp; Incubator. This Unique portfolio of companies and offerings enables Indian Enterprises – Large and Small – to collaborate and team internally and externally to maximize communication &amp; international travel effectiveness, business productivity, compliance, and continuity.</p> <p>Gokul Naresh Tandan is essentially a Serial Entrepreneur with an experience of building multiple businesses to national and global scale with dedication and focus for 5 to 10 years and then exiting with significant value for all Shareholders.</p>
No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.	<b>28,66,725</b>
Terms & Conditions	<b>Liable to retire by rotation</b>
Remuneration Last Drawn	<b>NA</b>
Number of Board Meetings attended during the Financial Year 2023-24	<b>8</b>
Date of Original Appointment	
Directorships held in public companies including deemed public companies	<b>9</b>
Memberships / Chairmanships of committees of public companies**	-
Inter-se Relationship with other Directors.	-

**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

T: +91 11 49045050, 42701491 | E: sales@virtsoft.com | W: www.virtsoft.com, www.vreach.net



# *Dinesh Bajaj & Co.*

*Chartered Accountants*

**CERTIFICATE FROM THE PRACTICING CHARTERED ACCOUNTANT STATING  
COMPLIANCE WITH CONDITIONS PROVIDED IN SUB-REGULATION (1) OF  
REGULATION 45 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015**

**TO WHOMSOEVER IT MAY CONCERN**

We, Dinesh Bajaj & Co., Chartered Accountants have verified the relevant records and documents of Virtualsoft Systems Limited ("the Company") for the purpose of ascertaining its compliance with regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") with respect to its change of name from "Virtualsoft Systems Limited" to "Kati Patang Collective Limited" or such other name subject to the name availability with ROC and approval of members of the Company.

We have been communicated that the Board of Directors ("Board") of the Company in its meeting held on June 25, 2024, has approved the acquisition of 100% equity shares of Empyrean Spirits Private Limited ("ESPL") which is a beer manufacturing company, and acquired 98% Shares for a total purchase consideration of INR 19.02 Crores ("Proposed Investments").

Additionally, as part of this transaction, the Board has approved the amendment in the Company's objects clause to include ESPL's objects in its MOA. Consequently, the Board also approved the change in the name of the Company to align the same with the business activity of ESPL.

Based on the information and explanations given to us and our examination of the records and documents of the Company and pursuant to Regulation 45(1) of the listing Regulations, we hereby confirm and certify that:-

- a) **The Company has not changed its name in the last one year- Complied**
- b) **at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name – Complied.** Considering the preceding one year period starting from 01<sup>st</sup> July, 2023 to 30<sup>th</sup> June, 2024, the unaudited revenue from new business activity i.e. beer manufacturing amounts to INR 5.76 crores and the revenue from the existing business activities is INR 1.56 Crores. Thus, the total consolidated revenue of the Company amounts to INR 7.32 Crores. Out of the total consolidated revenue, INR 5.76 Crores are accounted for by the new activity, which constitutes **78.69%** of the total combined revenue for the period.
- c) **the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity – Complied.** The Company has acquired ESPL, a beer manufacturing company, for a total investment of INR 19.02 Crores. The total assets of the company as per the audited financials dated 31<sup>st</sup> March, 2024 are INR 11.48 Crores. Thereafter, the Company raised funds through preferential issue of securities amounting to INR 6.84 crores. Thus, the total assets of the Company will be (Including the proposed investment of INR 19.02 Crores and funds raised of

INR 6.84 crores) will be INR **37.34 crores**. In view of this, the amount of proposed Investment in the new activity of beer manufacturing i.e. ESPL will constitutes 50.94% of the total Assets of the Company.

Thanking You

**For Dinesh Bajaj & Co.  
Chartered Accountants  
FRN: 023297N**

**Dinesh Bajaj  
Proprietor  
M. No: 510286**

**UDIN: 24510286BKHJZE5014**

**Date: 04.09.2024  
Place: New Delhi**