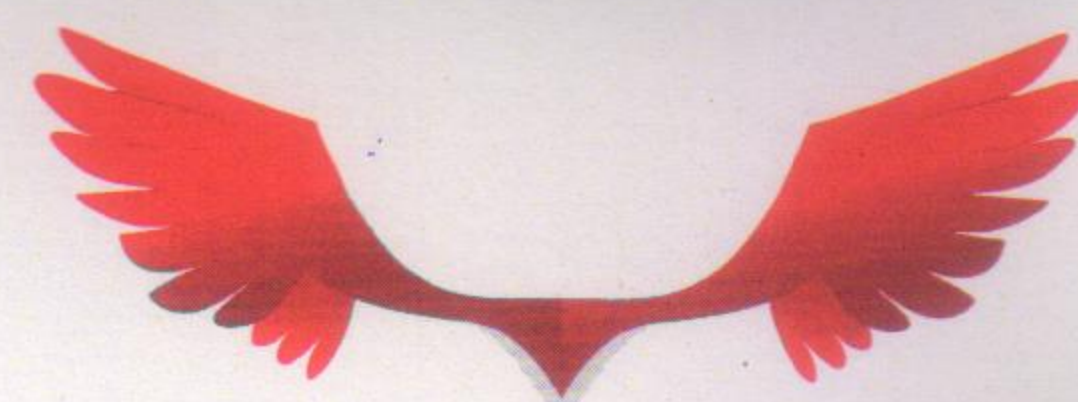


BM/23-24/6



VIRTUALSOFT
Get The Digital Edge

14th February, 2024

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

Submission of voting result on the resolutions as placed before the shareholders at 1st Extra Ordinary General Meeting (EGM) of the Company held on Wednesday, 14 February, 2024 at 10 a.m.

Respected Sir/Madam,

In pursuance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our letter dated (of EGM outcome) February 14, 2024, Mr. Sanjeev Kumar Jha (Membership No. FCS 8690) Practicing Company Secretary & Scrutinizer, appointed by the Board has submitted his report on the result of 1st Extra Ordinary General Meeting and based on the said report, it is hereby informed that resolutions proposed in the meeting are passed by shareholders with requisite majority, the same are enclosed herewith,

Kindly take the above intimation on your records.

Thanking You,

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

Report of Scrutinizer(s) on E-voting

[Pursuant to the Section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
VIRTUALSOFT SYSTEMS LIMITED
S-101, Panchsheel Park,
New Delhi-110017

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Members during the Extraordinary General Meeting of your Company held on Wednesday, 14th February 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respects.

For SJK & Company



Sanjeev K Jha
(Company Secretary)
FCS 8690; COP: 9870

Place- New Delhi
Date- 14th February 2024
ICSI UDIN: F008690E003431813

Report of Scrutinizer(s) on E-voting

Name of the Company	VIRTUALSOFT SYSTEMS LIMITED
Meeting	EXTRAORDINARY GENERAL MEETING
Day, Date & Time	Wednesday, 14th February 2024 at 10:00 A.M.
Deemed Venue	Registered office situated at; S-101, Panchsheel Park New Delhi-110017
Mode	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members in pursuant to Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 during the Extraordinary General Meeting (“EGM”) of Virtualsoft Systems Limited (hereinafter referred to as “the Company”) scheduled on Wednesday, the 14th day of February, 2024, at 10:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

2. Responsibility as Scrutinizer

Management of the company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 & Rules made there under relating to voting through electronic means on the Resolutions mentioned in the Notice of EGM of members of the company. Our responsibility as a scrutinizer of e-voting process is restricted to make a Scrutinizer’s Report of the votes cast ‘in favor’ and/or ‘against’ the Resolutions stated below based on the Report generated from the e-voting system

provided by National Securities Depository Limited (“NSDL”), the authorized agency to provide the voting facilities engaged by the company.

3. Dispatch of Notice convening the EGM

- 3.1. Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 and circulars issued in 2021 respectively issued by the Ministry of Corporate Affairs, the Company informed that an advertisement was published in newspapers specifying the date & time of the EGM, availability of the notice on Company’s website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM etc.
- 3.2. The Company informed that the Company hosted the notice of EGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the EGM and also intimated the same to BSE Limited on 20TH JANUARY 2024.
- 3.3. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by MAS Services Limited the Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories, the Company completed dispatch of Notice of EGM.

4. Cut-off date

The Company informed that voting rights were reckoned as on 7th February 2024, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the EGM.

5. Remote e-voting process:

- 5.1. The Company informed that the Company appointed NSDL as the agency for providing the platform for remote e-voting platform and e-voting at the EGM.
- 5.2. The Company informed that Remote e-voting period Remote e-voting platform was open from 9:00 a.m. (IST) on February 11, 2024 till 5:00 p.m. (IST) on February 13, 2024 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

6. Voting at the EGM

- 6.1. In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
- 6.2. Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

7. Counting Process

- 7.1. On completion of e-voting during the EGM, we unblocked the results of the remote e-voting and e-voting by members at the EGM, on the NSDL e-voting platform and downloaded the results in the presence of two witnesses, who were not in employment of the Company.

8. Results

- 8.1. We observed that as per e-voting platform of NSDL:
- None of the** Member had cast their votes through e-voting at the EGM;
 - Eleven (11)** Members had cast their votes through remote e-voting.
- 8.2. Consolidated results with respect to each item on the agenda as set out in the Notice of the EGM is enclosed herewith.
- 8.3. Based on the aforesaid results, we report that One (1) Resolution as set out in Item Nos. 1 of the Notice of the EGM have been passed with the requisite majority.

For SJK & Company



Sanjeev K Jha
(Company Secretary)
FCS 8690; COP: 9870

Date: 14th February 2024
Place: New Delhi
ICSI UDIN: F008690E003431813

CONSOLIDATED RESULTS**Resolution No.:- 1 Ordinary Resolution**

To approve the appointment of M/s. Rajesh Raj Gupta & Associates LLP, Chartered Accountants, (FRN: 026338N/N500357) as Statutory auditor of the company who shall hold the office from 15th January, 2024 till the conclusion of the Annual General Meeting pertaining to the Financial Year 2023-24 and they shall conduct the Statutory Audit for the Financial Year ending 31st March, 2024

Particulars	Remote e-voting		Voting at the AGM		Total Votes		Invalid Votes	Percentage (%)
	Number	Votes	Number	Votes	Number	Votes		
Assent	11	71,47,346	-	-	11	71,47,346	Nil	99.9999
Dissent	1	4	-	-	1	4	Nil	0.0001
Total	12	71,47,350	-	-	12	71,47,350	Nil	100.0000

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the EGM has been passed with requisite majority.

For SJK & Company



Sanjeev K Jha
(Company Secretary)
FCS 8690; COP: 9870