

August 28<sup>th</sup>, 2023



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

**Kind Attn: S. Subraminian DCS-CRD**

**Sub: Outcome of Board Meeting held on 28<sup>th</sup> August 2023.**

**Dear Sir /Madam,**

This is in reference to the captioned subject, we hereby inform you that Board of Directors at their meeting held today, i.e 28<sup>th</sup> August, 2023 at 03:00 PM inter-alia approved the following:

- a. Considered and approved the Director's Report for the financial year ended 31<sup>st</sup> March 2023.
- b. Considered and approved the notice of 31<sup>st</sup> Annual General Meeting of the company to be held on Friday 29<sup>th</sup> September 2023.
- c. As recommended by Nomination and Remuneration Committee, appointment of Ms. Geeta Singh (DIN: 10269520) as an Additional Director (in the category of Non-Executive Independent Women Director) of the Company and to hold office as an Independent Director for a term of upto 5 (Five) consecutive years with effect from August 28, 2023, subject to the approval of Shareholders. Further, Ms. Geeta Singh (DIN: 10269520) is not debarred from holding office of an Independent Director by virtue of any SEBI order or any other such Authority.

The details pertaining to appointment of Ms. Geeta Singh as required under SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as 'Annexure I'.

- d. Resignation of Ms. Ashima Puri (DIN: 07283446) as a Non-Executive and Independent Women Director with effect from August 28, 2023;

Further, the disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 are given as 'Annexure II'.

- e. Re-constitution of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee with effect from August 28, 2023.

Details of composition of the abovementioned Committees of Board are provided in 'Annexure III

Please take the above intimation on record and acknowledge.

The Board meeting commenced at 03:00 p.m. and concluded at 04:00 p.m.

**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



Yours faithfully,



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**FOR VIRTUALSOFT SYSTEMS LIMITED**

*Mukta*  
Mukta Ahuja  
Company Secretary



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'Annexure I'

**Brief disclosure on appointment of Appointment of Ms. Geeta Singh (DIN: 10269520) as a Non-Executive and Independent Women Director (Additional), pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015:**

Sr. No	Particulars	Disclosure
1	Reason for change	Ms. Geeta Singh is appointed as the <b>Non-Executive and Independent Women Director (Additional)</b> of the Company.
2	Date of appointment & terms of appointment	<b>Date of Appointment:</b> August 28, 2023 <b>Terms of appointment:</b> As recommended by the Nomination and Remuneration Committee and agreed by the Board of Directors.
3	Brief profile	Ms. Geeta Singh, aged about 42 years holding degree in Management of Business Administration from Guru Jambeswar University Hisar and certified Company Secretary and has 17 years of Working Experience across Finance, Banking and secretarial working in Various Sectors.
4	Disclosure of relationships between Directors/KMP	Ms. Geeta Singh is not related to any of the Directors or Key Managerial Personnel of the Company.
5	Information as required under Circular No. LIST /COMP/ 14/ 2018-19 dated June 20, 2018, issued by the BSE	Ms. Geeta Singh is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.



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'Annexure II'

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The disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated 9th September 2015 are given as:

Sr. No	Particulars	Disclosure
1	Reason for change	Mrs. Ashima Puri has submitted her resignation as an Independent Director of the Company with effect from 28th August, 2023, owing her emerging unavoidable personal situation due to which she is unable to devote his time to the company and no other material reasons.
2	Date of resignation	Date of Resignation: August 28, 2023
3	Brief profile	Not Applicable
4	Disclosure of relationships between Directors/KMP	Not Applicable
5	Information as required under Circular No. LIST /COMP/ 14/ 2018-19 dated June 20, 2018, issued by the BSE	Not Applicable
6	Names of listed entities in which the resigning director holds directorships indicating the category of directorship and membership of board committees, if any."	NIL
7	The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other Material reasons other than those provided.	Mrs. Ashima Puri has confirmed that there are no material reasons for her resignation other than those mentioned in her resignation letter.



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'Annexure III'

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Details of Committees of Board of Directors reconstituted with effect from August 28, 2023

Audit Committee

Sr. No	Name of Committee Member	Category
1	Mrs. Geeta Singh	Non-Executive - Independent Director, Chairperson
2	Mr. Rajendra Virupaksha Kulkarni	Non-Executive - Non Independent Director
3	Mr. Vikram Grover	Non-Executive - Independent Director

Nomination and Remuneration Committee

Sr. No	Name of Committee Member	Category
1	Ms. Geeta Singh	Non-Executive - Independent Director, Chairperson
2	Mr. Rajendra Virupaksha Kulkarni	Non-Executive - Non Independent Director
3	Mr. Vikram Grover	Non-Executive - Independent Director

Stakeholders Relationship Committee

Sr. No	Name of Committee Member	Category
1	Ms. Geeta Singh	Non-Executive - Independent Director, Chairperson
2	Mr. Rajendra Virupaksha Kulkarni	Non-Executive - Non Independent Director
3	Mr. Vikram Grover	Non-Executive - Independent Director



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