

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 30th Annual General Meeting of your Company held on Friday, 30th September 2022 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- 1st October 2022
ICSI UDIN: F008690D001114025

Report of Scrutinizer(s) on E-voting

Name of the Company	VIRTUALSOFT SYSTEMS LIMITED
Meeting	30TH ANNUAL GENERAL MEETING
Day, Date & Time	Friday, 30th September, 2022 at 09:00 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 30th Annual General Meeting (“AGM”) of Virtualsoft Systems Limited (hereinafter referred to as “the Company”) scheduled on Friday, the 30th day of September, 2022, at 9:00 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 AGM 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 AGM

- 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 AGM, 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 AGM etc.
- 3.2. The Company informed that the Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 7th September, 2021.
- 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 AGM.

4. Cut-off date

The Company informed that voting rights were reckoned as on Friday, 23rd September 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

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 AGM.
- 5.2. The Company informed that Remote e-voting period Remote e-voting platform was open from 9:00 a.m. (IST) on September 27, 2022 till 5:00 p.m. (IST) on September 29, 2022 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 AGM

- 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 AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, 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:
- a. 1 Member had cast their votes through e-voting at the AGM;
 - b. 32 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 AGM is enclosed herewith.
- 8.3. Based on the aforesaid results, we report that Five (5) Ordinary Resolutions as set out in Item Nos. 1 to 5 of the Notice of the AGM have been passed with the requisite majority.

For SJK & Company



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

Date: 1st October 2022
Place: New Delhi
ICSI UDIN: F008690D001114025

CONSOLIDATED RESULTS
Resolution No.:- 1 Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2022 and the Profit & Loss Account for the year ended as on that date and the Reports of Auditors and Directors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total Votes		Invalid Votes	Percentage (%)
	Number	Votes	Number	Votes	Number	Votes		
Assent	23	66,97,589	1	4,50,000	24	71,47,589	Nil	98.66
Dissent	9	9,618	-	-	9	9,618	Nil	1.34
Total	32	67,07,207	1	4,50,000	33	71,57,207	Nil	100.00

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

For SJK & Company



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

CONSOLIDATED RESULTS

Resolution No.:- 2 Ordinary Resolution

To appoint auditors Krishna Neeraj & Associates, Chartered Accountants for second consecutive term of five years:

Particulars	Remote e-voting		Voting at the AGM		Total Votes		Invalid Votes	Percentage (%)
	Number	Votes	Number	Votes	Number	Votes		
Assent	23	66,97,589	1	4,50,000	24	71,47,589	Nil	98.66
Dissent	9	9,618	-	-	9	9,618	Nil	1.34
Total	32	67,07,207	1	4,50,000	33	71,57,207	Nil	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM has been passed with requisite majority.

For SJK & Company



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

CONSOLIDATED RESULTS**Resolution No.:- 3 Ordinary Resolution**

To re-appoint Mr. Gokul Naresh Tandan,, Director who retires by rotation and being eligible, has offered himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total Votes		Invalid Votes	Percentage (%)
	Number	Votes	Number	Votes	Number	Votes		
Assent	23	66,97,589	1	4,50,000	24	71,47,589	Nil	98.66
Dissent	9	9,618	-	-	9	9,618	Nil	1.34
Total	32	67,07,207	1	4,50,000	33	71,57,207	Nil	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM has been passed with requisite majority.

For SJK & Company



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

CONSOLIDATED RESULTS**Resolution No.:- 4 Ordinary Resolution**

To approve the appointment of directorship of Mr. Vikram Grover (DIN: 09692781) as an Independent Director of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total Votes		Invalid Votes	Percentage (%)
	Number	Votes	Number	Votes	Number	Votes		
Assent	23	66,97,589	1	4,50,000	24	71,47,589	Nil	98.66
Dissent	9	9,618	-	-	9	9,618	Nil	1.34
Total	32	67,07,207	1	4,50,000	33	71,57,207	Nil	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM has been passed with requisite majority.

For SJK & Company



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

CONSOLIDATED RESULTS

Resolution No.:- 5 Ordinary Resolution: 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 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 2022-23.

Particulars	Remote e-voting		Voting at the AGM		Total Votes		Invalid Votes	Percentage (%)
	Number	Votes	Number	Votes	Number	Votes		
Assent	23	66,97,589	1	4,50,000	24	71,47,589	Nil	98.66
Dissent	9	9,618	-	-	9	9,618	Nil	1.34
Total	32	67,07,207	1	4,50,000	33	71,57,207	Nil	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM has been passed with requisite majority.

For SJK & Company



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