

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that **29th Annual General Meeting ('AGM')** of the members of Virtual Global Education Limited ('The Company') will be held on **Saturday, the 17th day of September, 2022 at 11:00 A.M. at Maharaja Banquets Monarch Residency, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063**, to transact the following Business:-

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 along with the reports of Independent Auditors and Directors thereon.
2. To consider the re-appointment of Mr. Neeraj Kaushik (DIN: 02462310), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3(a). Appointment of Statutory Auditor to fill casual vacancy:

To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, **M/S Asha & Associates, Chartered Accountants**, (Firm Registration No: 024773N) be and are hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of **M/s Dhamija Sukhija & Co., Chartered Accountants**, (Firm Registration No: 000369N).

RESOLVED FURTHER THAT M/S Asha & Associates, Chartered Accountants (Firm Registration No: 024773N) be and is hereby appointed as Statutory Auditor of the Company to hold office from 10th August 2022, until the conclusion of the 29th Annual General Meeting at such professional fees and re-imbursement of out-of-pocket expenses as mutually agreed to between the Board of Directors and the Statutory Auditors of the Company.”

(b). Appointment of Statutory Auditor

To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, **M/S Asha & Associates, Chartered Accountants** (Firm Registration No: 024773N), be and are hereby appointed as the Statutory Auditor of the Company, for a tenure of 5 (five) years commencing from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company, at a remuneration of Rs. 1,00,000 (Rupees One Lac Only) plus applicable taxes, and out of pocket expenses.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

SPECIAL BUSINESS: -

4. To consider the appointment of Mr. Prasanna Kumar Mohapatra (DIN: 09528267) as Whole Time Director for a period of Five Years

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as an **Ordinary Resolution:-**

“RESOLVED THAT in accordance with the provisions of Section 203, 196 and 197 read with Schedule V and all other applicable Rules and provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other law, regulations or code applicable to the Company, for the time being in force (including any statutory modification(s) or re-enactments thereof, for the time being in force) and on the recommendation of Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Prasanna Kumar Mohapatra (DIN: 09528267) as Whole Time Director for the period of 5 (Five) years, on the terms & conditions including remuneration as recommended by the Nomination & Remuneration Committee, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modifications(s) or re-enactments thereof

RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorised to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

5. To consider the appointment of Ms. Shikha (DIN: 07013436) as Executive Director whose office is liable to retire by rotation.

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 152, 161, 179(3) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, Sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), other applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with Articles of Association of the company, on the recommendation of the Nomination and Remuneration Committee the consent of the Board of Directors of the company be and is hereby accorded to appoint **Ms. Shikha (DIN: 07013436)** as an Executive Director, liable to retire by rotation, on the Board of the company with immediate effect subject to approval of the shareholders in the ensuing Annual General Meeting.

RESOLVED FURTHER THAT any Director/Company Secretary be and is hereby authorised to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

**For & on behalf of the Board of Directors
Virtual Global Education Limited**

S/D

Sonu Ghosh

Date: 10.08.2022

Place: New Delhi

Company Secretary & Compliance Officer

(M.No. A63807)

NOTES: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. The details of Director/ Manager seeking re-appointment, in terms of the Companies Act, 2013 (including Secretarial Standard-2) are annexed hereto and forms part of this notice.
3. Relevant documents, if any and statutory registers will be open for inspection, in physical form, at the Registered Office of the Company on all working days up to the date of the AGM and will also be available for inspection at the AGM. Members seeking inspection of such documents can send an e-mail to csvirtualeducation@gmail.com
4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting alongwith the Specimen Signature of representative authorised under said resolution to attend & vote on behalf of the meeting.
5. In terms of the Articles of Association, the facility for voting through polling paper in terms of Section 109 of the Act and the rules made thereunder shall be made available at the AGM.
6. Pursuant to Section 105 of Companies Act, 2013, a person shall act as proxy of not more than 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
7. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
8. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid. A

Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities shall be processed only if the securities are held in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization since physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members can contact Company's RTA at info@skylinerta.com for assistance in this regard.
11. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.
12. The attendance of the Members attending the EGM/AGM through physically or through proxy/Authorised representative shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.virtualeducation.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

15. Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representatives to attend/ participate in the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer by e-mail through their registered e-mail address at ivijay624@gmail.com with a copy to evoting@nsdl.co.in
16. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat for trading by all investors. Members are, therefore advised to dematerialize their physical shareholding to avoid any inconvenience of trading in the shares of the Company.
17. The Integrated Annual Report including the Notice of the AGM for the FY 2021-22 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs') unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report to those Members who request the same at csvirtualeducation@gmail.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the 29th AGM has been uploaded on the website of the Company at www.virtualeducation.co.in and may also be accessed from the relevant section of the websites of the Stock Exchanges. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
18. The cut-off date, i.e. Saturday, 10th September 2022, shall only be entitled to avail the facility of remote e-voting/ voting at the AGM.
19. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
20. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 10th September 2022 to Saturday, the 17th September, 2022 (both days inclusive).
21. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death. Shareholders desirous of availing this facility may submit nomination in SH-13.
22. Updation of PAN and other details SEBI vide Circular dated November 3, 2021 and December 14, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at www.virtualeducation.co.in PAN details are to be compulsorily linked to Aadhaar by March 31, 2023 or any other date specified by Central Board of Direct Taxes.

Folios wherein any of the above cited documents / details are not available, on or after April 1, 2023, shall be frozen as per the aforesaid circular. Effective from January 1, 2022, any service requests/ complaints received from a Member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at www.virtualeducation.co.in to furnish the abovementioned details.

23. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at www.virtualeducation.co.in in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular dated November 3, 2021. Changes intimated to the DP will then be automatically reflected in the Company's records.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
25. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and TPCL in case the shares are held by them in physical form
26. The Equity Shares of the Company are listed with the Bombay Stock Exchange. The Company has not paid the annual listing fees to the BSE Limited for the year 2021-22. The Company shall pay the fees in due time.
27. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting at AGM, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited by sending a mail at info@skylinerta.com.
28. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, D-153A, 1st floor, Okhla Industrial Area, Phase-1, New Delhi-110020 by following due procedure.

The instructions for members for remote e-voting are as under:-

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 14th September, 2022 at 09:00 A.M. and ends on 16th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th September, 2022, 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 10 September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as

	recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jvijay624@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms .Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address at csvirtualeducation@gmail.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of 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) by email to csvirtualeducation@gmail.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csvirtualeducation@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
29. The Company has appointed Mr. Vijay Jain, Company Secretary in practice of M/s Vijay Jain & Associates (Membership No. - 50242; C.P. No.-18230) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
30. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
31. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.virtualeducation.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the concerned stock exchanges.
32. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least Seven days prior to the date of the AGM so that answers may be provided at the Meeting.

33. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the Company at the following address:-

Skyline Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area, Phase – I,

New Delhi-110 020

Phone: 011-41044923

Fax: +91 11 26812682

Email- info@skylinerta.com

In all correspondence, please quote your DP ID & Client ID or Folio Number.

**For and On Behalf of the Board of
Directors**

Virtual Global Education Limited

SD/-

Sonu Ghosh

**Company Secretary & Compliance officer
(M.No. A63807)**

Date: 10.08.2022

Place: New Delhi

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

Items to Special Business

ITEM NO. 4

Mr. Prasanna Kumar Mohapatra, (DIN:09528267) was appointed as Additional Executive & Whole Time Director of the Company, subject to further approval of shareholders pursuant to the provisions of the Section 152, 196, 197, 198 and 203 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force for a period of 5 years.

The Nomination & Remuneration Committee at its Meeting held on May 28, 2022 after taking into account the performance evaluation of Mr. Prasanna Kumar Mohapatra, considering the knowledge, acumen, expertise and experience in their respective fields

and the substantial contribution made by him during his tenure as an Chief Executive Officer since appointment, has recommended to the Board that continued association of Mr. Prasanna Kumar Mohapatra, as an Whole Time Director would be in the interest of the Company. Based on the above and subject to the approval of shareholders, the Nomination & Remuneration Committee and the Board has recommended the appointment of Mr. Prasanna Kumar Mohapatra, as Whole Time Director on the Board of the Company, to hold office for the first term of five consecutive years and whose office is not liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Mr. Prasanna Kumar Mohapatra to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

GENERAL INFORMATION:

1. Nature of Industry:

The Company is involved in the business of skill development, training and providing placement to unemployed youth.

2. Date or expected date of commencement of commercial production:

Existing Company in Operation since 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance based on given indicators: As per audited Financial Results for the year ended March 31, 2021 to March 31, 2022.

		Amt in (₹)	
Particulars		31.03.2022	31.03.2021
	Total Revenue	1,61,11,645	1,67,83,560
Less:	Total Expenditure	1,07,34,097	1,27,85,989
	Net Profit/(Loss) before Tax (PBT)	53,77,548	39,97,571
Less:	Provision for Income Tax-Current	(13,70,408)	(9,82,303)
	Provision for Deferred Tax	(87,160)	(57,065)
	Profit/(Loss) After Tax	(39,19,980)	(29,58,204)

5. Foreign Investments or collaborations, if any: N.A.

INFORMATION ABOUT THE APPOINTEE:

1. Background details, Recognition or awards, Job Profile and his suitability:

Mr. Prasanna, aged 54 years has completed BMS from Utkal University, along with Masters in Computer Operations. He also has ESOP Certification DDU-GKY Operations Professional Level. He has experience in Payroll, Time & Office and Leave Management, Talent acquisition, Induction programmes, Relieving Formality, Employee Engagement activities and Compensation Management.

2. Past Remuneration: 50,000 per month.

3. Remuneration proposed: Rs. 50,000/- pm (Rupees Fifty Thousand only) +10% of the Net Profits on the business brought to the Company by him

4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

None of the Directors or Key Managerial Personnel of the Company is a relative or in pecuniary relationship with Mr. Prasanna Mohapatra.

OTHER INFORMATION:

1. Reasons of loss or inadequate profits: As the main activity of the Company is into skill development, the education sector has affected adversely due to Covid 19. The Company is making its sincere efforts and it will take time to generate profitability.

2. Steps taken or proposed to be taken for improvement: Company is focusing on targeting government projects and having partnership/tie up with other statutory/governing bodies, to provide skill development trainings and the Company is expecting to generate profitability in near future.

3. Expected increase in productivity and profits in measurable terms: We are expecting to increase profits by the end of March 2023.

The Board commends the resolutions set forth in Item No. 3 for the approval of the members as Ordinary Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

ITEM NO. 5

Ms. Shikha, (DIN: 07013436) was appointed as Additional Executive Director of the Company, subject to the approval of shareholders at the AGM, pursuant to the provisions of the Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

The Nomination & Remuneration Committee at its Meeting held on May 28, 2022 after taking into account the performance evaluation of Ms. Shikha, considering the knowledge, acumen, expertise and experience in respective fields, has recommended to the Board that would be in the interest of the Company. Based on the above and subject to the approval of shareholders, the Nomination & Remuneration Committee and the Board has recommended the appointment of Ms. Shikha, as Executive Director on the Board of the Company, to hold office and whose office is liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Ms. Shikha to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item No. 5 for the approval of the members as Ordinary Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

[In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Directors	Mr. Prasanna Kumar Mohapatra	Ms. Shikha	Mr. Neeraj Kaushik
DIN	09528267	07013436	02462310
Father's Name	Mr. Laxmidhar Kumar Mohapatra	Mr. Vinod Kumar Sharma	Mr. Umesh Chand Kaushik
Date of Birth	09/06/1968	02/09/1984	19/03/1968
Age	53 Years	37 Years	52 years
Nationality	Indian	Indian	Indian

Date of first appointment on the Board	06/06/2022	06/06/2022	07/07/2000
Qualification	He has done BMS and MCO.	She has done Bachelor in Computer Application (BCA) and Masters in Computer Application (MCA).	He is Science Graduate.
Experience & Expertise in specific functional area	He has done BMS from Utkal University, Masters in Computer Operations, ESOP Certification DDU-GKY Operations Professional Level. He has experience in Payroll, Time & Office and Leave Management, Talent acquisition, Induction programmes, Relieving Formality, Employee Engagement activities and Compensation Management.	She has more than 12 years of professional experience in Strategy Building, Technology Implementation & Upgrading, and Business Development across the Globe. She has rich experience in service industry with ability to plan, manage & motivate people/process through planning, Co-ordination & Coaching.	He is having experience of over 20 years in Business Administration.
Terms & Conditions for appointment/ reappointment	As per the Companies Act, 2013	As per the Companies Act, 2013	As per the Companies Act, 2013
Details of Remuneration	As discussed, and agreed by Board.	As discussed, and agreed by Board.	
Details of Remuneration	As discussed, and agreed by Board.	As discussed, and agreed by Board.	As discussed, and agreed by Board.
Remuneration last drawn	Rs. 5,37,043	Nil	Rs. 5,50,000

Shareholding in the Company (No. & %)	Nil	Nil	0.03
Relationship with Directors, Manager and other KMP of the Company	He is not related to any other Director and KMP of the Company	He is not related to any other Director and KMP of the Company	He is not related to any other Director and KMP of the Company
Number of Shares held in the Company	Nil	Nil	148000
Directorship held in other Companies	2	5	1
Chairman/Member of the Committees of the Boards of Directors	-	-	-
Number of Board Meetings attended during the year	-	-	5

For and On Behalf of
Virtual Global Education Limited

Date: 10.08.2022

Place: New Delhi

SD/-
Sonu Ghosh
Company Secretary & Compliance Officer
(M.No.A63807)

Virtual Global Education LIMITED

Route Map of the venue of 29th Annual General Meeting

Day: Saturday

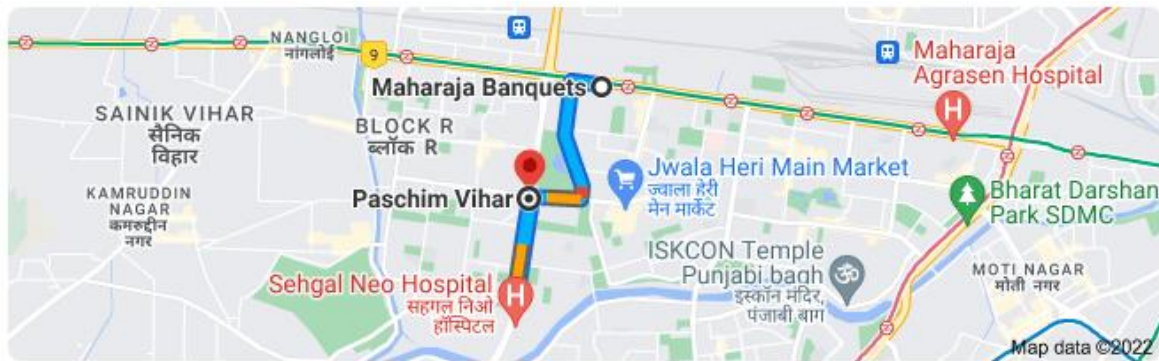
Date: September 17, 2022

Time: 11:00 A.M.

Venue: A-1/20 A, Paschim Vihar, Rohtak Road,
Near Metro Station Paschim Vihar (West), New Delhi-110063

ROUTE MAP TO THE VENUE

Maharaja Banquets
A-1/20A, Paschim Vihar, Rohtak Road, New Delhi-110063



PROXY FORM

MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company	
Registered Office	

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID*	
DP ID	

I/We, being the member(s) of shares of the above named Company hereby appoint:

1. _____ of _____ having email _____ or failing him
2. _____ of _____ having email _____ or failing him
3. _____ of _____ having email _____ or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th Annual General Meeting the members of the Company to be held on **Saturday, September 17, 2022 at 11:00 AM at Maharaja Banquets, A-1/20 A, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar(West), New Delhi-110063** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N .	Resolution(S)	Vote	
		For	Against
	<u>ORDINARY BUSINESS</u>		

1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, the Reports of the Board of Directors and Auditors thereon.		
2.	To consider the re-appointment of Mr. Neeraj Kaushik (DIN: 02462310), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3	To consider and approve appointment of Statutory Auditor for a consecutive term of 5 years.		
	<u>SPECIAL BUSINESS</u>		
4.	To consider the appointment of Mr. Prasanna Kumar Mohapatra (DIN: 09528267) as Whole Time Director for a period of Five Years		
5.	To consider the appointment of Ms. Shikha (DIN: 07013436) as Executive Director whose office is liable to retire by rotation.		

* Applicable for investors holding shares in Electronic form.

Affix Revenue
Stamps of Rs.
1/-

Signed this _____ day of _____ 2022

Signature of Member

Signature of Proxy holder

Across Revenue Stamp

Note:-

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- 5) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.

- 6) Undated proxy form will not be considered valid.
- 7) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- 8) As provided under Regulation 44 of the SEBI Listing Regulations, 2015, a shareholder may vote either for or against each resolution.

VIRTUAL GLOBAL EDUCATION LIMITED

Reg. off:

103, Palco House 2162/T-10, Main Patel Road New Delhi-110008
E-mail id: csvirtualeducation@gmail.com , Website: virtualeducation.co.in
CIN: L67120DL1993PLC052256, Ph: 011-49879687

ATTENDANCE SLIP

**29th Annual General Meeting, Saturday, 17th September, 2022 at
Maharaja Banquets**

Ledger Folio No. _____

Client ID NO. _____

DP ID No. _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I, hereby record my presence at the **29th ANNUAL GENERAL MEETING** of the Company, at **Maharaja Banquets**, A-1/20 A, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar (West), New Delhi-110063, on Saturday, the 17th September, 2022 at 11:00 AM.

(Member's /Proxy's name in BLOCK Letters)

(Member's /Proxy's Signature)

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

