

## NOTICE

**NOTICE** is hereby given that the **27<sup>th</sup> Annual General Meeting of Virtual Global Education Limited** will be held on **Wednesday, September 30, 2020 at 01:00 P.M.** through Video Conferencing ('VC') / Other AudioVisual Means ('OAVM') without the physical presence of members at a common venue 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, 2020 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 herself for re-appointment.

### **SPECIAL BUSINESS:** -

3. **To Consider re-appointment of Mr. Kanhaiya Tripathi, Independent Director (DIN: 07074151) for a second consecutive term of 5 years.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Mr. Kanhaiya Tripathi, (DIN: 07074151), who was appointed as an Independent Director of the Company for a term up to January 05, 2020, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Kanhaiya Tripathi as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from January 06, 2020 for a term of 5 years, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with

power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

**4. To Consider re-appointment of Mr. Piyush Gupta, Independent Director (DIN: 07483406) for a second consecutive term of 5 years.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Mr. Piyush Gupta, (DIN: 07483406), who was appointed as an Independent Director of the Company for a term up to April 01, 2021, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Piyush Gupta, as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from April 01, 2021 for a term of 5 years, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

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

**Date: 31.08.2020  
Place: New Delhi**

**SD/-  
Neeraj Kaushik  
Director  
(DIN: 02462310)**