



## **NOTICE OF THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY**

**NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Shareholders of “Virtual Global Education Limited” (the “Company”) will be held on Tuesday, 28<sup>th</sup> April, 2026 at 12 Noon (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following Special Business:**

### **SPECIAL BUSINESS:**

#### **1. TO REGULARIZE MRS. RAJNI CHAWLA (DIN: 11542411) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the said Act, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time and subject to such other approval(s)/permissions/sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mrs. Rajni Chawla (DIN: 11542411), who was appointed as an Additional Directors (Non-Executive & Independent) of the Company by the Board of Directors w.e.f January 30, 2026 and who holds office until the approval of the members in terms of Section 161 of the Act and the Listing Regulations, as Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from January 30, 2026 till January 29, 2031, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**2. TO REGULARIZE MS. SURABHI YADAV (DIN: 09330396) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the said Act, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time and subject to such other approval(s)/permissions/sanctions of the Statutory Authorities, as may be necessary, on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Surabhi Yadav (DIN: 09330396), who was appointed as an Additional Directors (Non-Executive & Independent) of the Company by the Board of Directors w.e.f January 30, 2026 and who holds office until the approval of the members in terms of Section 161 of the Act and the Listing Regulations, as Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from January 30, 2026 till January 29, 2031, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**3. APPROVAL OF MANAGERIAL REMUNERATION OF MR. PRASANNA LAXMIDHAR MOHAPATRA, WHOLE-TIME DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for approval of managerial remuneration of **Mr. Prasanna Laxmidhar Mohapatra (DIN: 09528267)**, Whole time Director of the Company, which is within the threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made thereunder.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.”

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Whole Time Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board  
For Virtual Global Education Limited**

**Sd-/  
Anubha Chauhan  
Director  
DIN: 09058512**

**Date: 06<sup>th</sup> April, 2026  
Place: Delhi**

**Notes:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice
2. The Extra-Ordinary General Meeting (“EGM”) will be held on Tuesday, 28<sup>th</sup> April, 2026 at 12 Noon (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs’ (“MCA”) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company’s Registrars and Transfer Agent (“RTA”) as on Friday, 03<sup>rd</sup> April, 2026 (“Cut-Off Date”). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 03<sup>rd</sup> April, 2026.
4. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting (“EGM”) in electronic form.
5. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

6. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Members of the Company under the category of “Institutional Investors” are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at [csvirtualeducation@gmail.com](mailto:csvirtualeducation@gmail.com) and/ or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) , a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
8. The Members can join the Extra-Ordinary General Meeting (“EGM”) in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.
9. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. 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 Extra-Ordinary General Meeting. 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 Extra-Ordinary General Meeting will be provided by NSDL.

10. In line with the Ministry of Corporate Affairs (“MCA”) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at [csvirtualeducation@gmail.com](mailto:csvirtualeducation@gmail.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Mr. Chandan Jha, Practising Company Secretary (Membership No. A62350, CP: 27629) of M/s Chandan J and Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
12. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer’s decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed on BSE and be made available on its website viz. [www.bseindia.com](http://www.bseindia.com).
14. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email ID, mobile number at Company email: [csvirtualeducation@gmail.com](mailto:csvirtualeducation@gmail.com). The Shareholders who do not wish to speak during the AGM but have queries, may send their queries in advance 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email id,

mobile number at [cvirtualeducation@gmail.com](mailto:cvirtualeducation@gmail.com). These queries will be replied to by the Company suitable by email.

15. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
16. General instructions for accessing and participating in the EGM through VC/ OVAM facility and voting through electronic means including remote e-voting:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on Saturday, 25<sup>th</sup> April, 2026 at 09:00 A.M. and ends on Monday, 27<sup>th</sup> April, 2026 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. Tuesday, 21<sup>st</sup> April, 2026 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 21<sup>st</sup> April, 2026.**

**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 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.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

**Regd Office: 1108, 11<sup>th</sup> Floor, RG Trade Tower,  
Netaji Subhash Place, Pitampura, Delhi-110034**

**Tel: 011-41522143, CIN: L67120DL1993PLC052256**

Email: [csvirtualeducation@gmail.com](mailto:csvirtualeducation@gmail.com) , website: [www.virtualeducation.co.in](http://www.virtualeducation.co.in)

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="635 824 1101 1108" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 eVoting website of NSDL for casting your vote during the remote e-Voting period.

**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.

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - i) 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](http://www.evoting.nsdl.com).
  - ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - iv) Members can also use the OTP (One Time Password) based login for casting the votes on the eVoting 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 [cschandanjha.95@gmail.com](mailto:cschandanjha.95@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "eVoting" tab in their login.
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](http://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 evoting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**By Order of the Board  
For Virtual Global Education Limited**

**Sd-/  
Anubha Chauhan  
Director  
DIN: 09058512**

**Date: 06<sup>th</sup> April, 2026  
Place: Delhi**

**EXPLANATORY STATEMENT**  
**(Pursuant to section 102 of Companies Act, 2013)**

**As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material acts relating to the aforementioned special businesses:**

**ITEM NO 1: TO REGULARIZE THE APPOINTMENT OF MRS. RAJNI CHAWLA (DIN: 11542411), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company on January 30, 2026, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Mrs. Rajni Chawla (DIN: 11542411) as an Additional Director (in the category of Non-executive Independent Director) of the Company w.e.f. January 30, 2026 for a term of five (5) consecutive years in compliance with the provisions of the Companies Act, 2013 (“Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, she holds office of the Director as such, up to the date of approval by the members.

Pursuant to the provisions of Section 161 of the Act, the Board of Directors has power to appoint any person as an additional director at any time who shall hold office up to the date of the next annual general meeting and may be regularized as a Director by the members at the ensuing Annual General Meeting.

Further, in terms of Regulation 17(1C) of the Listing Regulations, approval of the shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an independent director in listed entity, requires the approval of members by way of a special resolution.

Mrs. Rajni has provided the Company (i) her consent in writing to act as Director; (ii) intimation to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act; (iii) she is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (iv) a declaration

that she meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations; and (v) other disclosures under other applicable provisions.

Mrs. Rajni does not hold any share in the Company either by herself or for any other person on a beneficial basis. A brief profile of Mrs. Rajni, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in **Annexure-I** of this Notice.

In the opinion of the Board, Mrs. Rajni fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for her appointment as an Independent Director of the Company, as she is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Mrs. Rajni as well as her educational background, appointment of Mrs. Rajni as an Independent Director is highly in the interest of the Company.

Mrs. Rajni, as an independent director shall be entitled to sitting fee for attending board/committee meetings and any other remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Mrs. Rajni and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 1 of this Notice.

The Board recommends Special Resolution for approval of the members, as set out at Item no. 1 of this Notice.

**ITEM NO 2: TO REGULARIZE THE APPOINTMENT OF MS. SURABHI YADAV (DIN: 09330396), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company on January 30, 2026, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Ms. Surabhi Yadav (DIN: 09330396) as an Additional Director (in the category of Non-executive Independent Director) of the Company w.e.f. January 30, 2026 for a term of five (5) consecutive years in compliance with the provisions of the Companies Act, 2013

("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, she holds office of the Director as such, up to the date of approval by the members.

Pursuant to the provisions of Section 161 of the Act, the Board of Directors has power to appoint any person as an additional director at any time who shall hold office up to the date of the next annual general meeting and may be regularized as a Director by the members at the ensuing Annual General Meeting.

Further, in terms of Regulation 17(1C) of the Listing Regulations, approval of the shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an independent director in listed entity, requires the approval of members by way of a special resolution.

Ms. Surabhi Yadav has provided the Company (i) her consent in writing to act as Director; (ii) intimation to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act; (iii) she is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (iv) a declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations; and (v) other disclosures under other applicable provisions.

Ms. Surabhi Yadav does not hold any share in the Company either by herself or for any other person on a beneficial basis. A brief profile of Ms. Surabhi Yadav, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and his shareholding and other information, as required to be disclosed under the Act and Listing Regulations, are provided in **Annexure-I** of this Notice.

In the opinion of the Board, Ms. Surabhi Yadav fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for her appointment as an Independent Director of the Company, as she is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Ms. Surabhi Yadav as

well as her educational background, appointment of Ms. Surabhi Yadav as an Independent Director is highly in the interest of the Company.

Ms. Surabhi Yadav, as an independent director shall be entitled to sitting fee for attending board/committee meetings and any other remuneration to be paid to non-executive directors as may be determined by the Board from time to time.

Except Ms. Surabhi Yadav and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 1 of this Notice.

The Board recommends Special Resolution for approval of the members, as set out at Item no. 2 of this Notice.

**ITEM NO 3: APPROVAL OF MANAGERIAL REMUNERATION OF MR. PRASANNA LAXMIDHAR MOHAPATRA, WHOLE-TIME DIRECTOR OF THE COMPANY.**

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 06th April, 2026 approved the remuneration payable to Mr. Prasanna Laxmidhar Mohapatra, Whole-Time Director of the Company effective from 01st April, 2026. Further the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof for basic pay of Rupees 1,00,000 per month.

The Board of Directors in their meeting held on 06th April, 2026 proposed to increase remuneration payable to Mr. Prasanna Laxmidhar Mohapatra, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of ordinary resolution, for payment of remuneration to Mr. Prasanna Laxmidhar Mohapatra, Whole time Director.

Accordingly, the Board recommends the resolution set forth in Item No. 3 relating to increase in the managerial remuneration payable to Mr. Prasanna Laxmidhar Mohapatra, Whole time Director, by way of Ordinary Resolution.

Except Mr. Prasanna Laxmidhar Mohapatra, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

**Annexure-A**

**Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, the following information is furnished about the directors proposed to be appointed as per Notice:**

<b>Particulars/Name</b>	<b>Rajni Chawla</b>	<b>Surabhi Yadav</b>
Age	59	47
Date of first appointment on the Board	30 <sup>th</sup> January, 2026	30 <sup>th</sup> January, 2026
Background, Expertise and Qualification	Mrs. Rajni Chawla is a dedicated School Social Worker with extensive experience in supporting the social, emotional, and behavioural development of students. She has worked with reputed institutions, including Delhi University's primary school, where she conducted individual and group counselling sessions and collaborated closely with teachers and parents to design and implement tailored intervention strategies. With strong expertise in counselling, crisis intervention, stress management, and bullying prevention, she is passionate about fostering inclusivity and creating a positive, supportive learning environment for all students.	Dr. Surabhi Yadav is a CSR and sustainability professional with over 10 years of experience in CSR strategy, compliance, ESG, and social impact. She holds a Ph.D. in CSR and is a certified CSR Trainer (IICA), Social Impact Evaluator (J-PAL), Independent Director, and POSH Trainer, known for driving impactful, sustainable, and collaborative social initiatives.
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	NIL	NIL

Relationship with other Directors, Manager and other Key Managerial Personnel	None	None
Terms and conditions of appointment	As per details given in the Notice and explanatory statement	As per details given in the Notice and explanatory statement
No. of Board Meetings attended during the financial year	One (only one meeting was held during his tenure)	One (only one meeting was held during his tenure)
Directorships of other Boards as on date of notice	NIL	<ol style="list-style-type: none"> <li>1. Evertime Learning Private Limited</li> <li>2. Anay Gym and Fitness Private Limited</li> <li>3. The North Stars Initiatives Foundation</li> </ol>
Membership / Chairmanship of Committees of companies as on date of notice	<ol style="list-style-type: none"> <li>1. Virtual Global Education Limited <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>1. Virtual Global Education Limited <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> </ul> </li> </ol>
Listed Entities from which Director has resigned in past 3 years	NIL	NIL
Remuneration last drawn	Not Applicable	Not Applicable

**By Order of the Board  
For Virtual Global Education Limited**

**Sd-/  
Anubha Chauhan  
Director  
DIN: 09058512**

**Date: 06<sup>th</sup> April, 2026  
Place: Delhi**