



**VIRTUAL GLOBAL EDUCATION LIMITED**  
**CIN: L67120DL1993PLC052256**  
**Regd. Office: 103, Palco House 2162/T-10, Main Patel Road New Delhi 110008**  
**E-mail: [csvirtualeducation@gmail.com](mailto:csvirtualeducation@gmail.com); Website: [www.virtualeducation.in](http://www.virtualeducation.in)**  
**Phone: 011-41522143**

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### **POSTAL BALLOT NOTICE**

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,  
The Member(s),

**Notice** is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolutions:

S. No.	Particulars
1.	Approval of Change in Designation of Ms. Shikha(DIN: 07013436) from Executive Director to Managing Director
2.	Regularisation of Mr. Ankit Sharma (DIN: 10464526) as Executive Director

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting

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Registered Office: 103, Palco House 2162/T-10, Main Patel Road New Delhi West Delhi DL 110008  
Tel: 011-41522143, CIN: L67120DL1993PLC052256  
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postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed M/s Apoorv & Associates, (Membership No. F12734) (COP No. 21063) Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period:	9.00 a.m. IST on Friday, March 15, 2024
Conclusion of e-voting period:	5.00 p.m. IST on Saturday, April 13, 2024
Cut-off date for eligibility to vote:	Monday, March 11, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Saturday, April 13, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Monday, April 15, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. April 13, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **SPECIAL BUSINESS**

#### **1. Approval of Change in Designation of Ms. Shikha (DIN: 07013436) from Executive Director to Managing Director:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 including regulation 17, 26(A) and all other applicable provisions of the SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), relevant circulars issued by BSE Limited, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (hereinafter referred to as the “Board”) consented to designate of Ms. Shikha (DIN:07013436), as Managing Director from Executive Director of the Company for a period of 5 (five) consecutive years, and Ms. Shikha (DIN; 07013436) has consented to change the designation from Executive Director to Managing Director of the Company and subject to consent of members and such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded to appoint and designate of Ms. Shikha (DIN: 07013436) as Managing Director to Executive Director for a period of five (5) years with effect from 15th January, 2024 and not liable to retire by rotation, on following terms and conditions:

1. Salary: a salary of Rs. 1,00,000/- (Rupees One Lakh only) per month which includes basic salary
2. Incentives: Additional 10% of Net Profits earned from the projects taken by Ms. Shikha (DIN: 07013436)

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Ms. Shikha (DIN: 07013436).

**RESOLVED FURTHER THAT** the Board of Directors (including Nomination and Remuneration Committee of Directors) of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary and delegate the authority to file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary and appropriate to give effect to and to implement this Resolution.”

**2. Approval for regularisation of Mr. Ankit Sharma (DIN: 10464526) as Executive Director:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 152, 161 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including regulation 17, 26(A) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), relevant circulars issued by BSE Limited, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ankit Sharma (DIN: 10464526) who was appointed as an Additional Director with effect from 15/01/2024 by the Board of Directors of the Company, based on the recommendation of



Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, consent of the members be and is hereby accorded to regularise and appoint Mr. Ankit Sharma (DIN: 10464526) as an Executive Director.

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby authorised severally, 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 and On Behalf of  
Virtual Global Education Limited**

**Place: Delhi  
Date: 13<sup>th</sup> March, 2024**

**Sd/-  
Shivani Jindal  
Company Secretary  
M. No. A71079**

**Note:**

1. The Special Businesses as mentioned above requires the consent of the members through Postal Ballot by way of e-voting.
2. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.
3. The Company has appointed M/s Apoorv & Associates, (Membership No. F12734) (COP No. 21063) Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on March 11, 2023 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated April 13, 2020.
5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



(hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed **National Securities Depositories (India) Limited** (NSDL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "**E-voting**" / "**Remote e-voting**").

6. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on March 11, 2024, being the Cut-off Date fixed for the purpose.
7. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., April 13, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 5.00 PM IST on Monday, April 15, 2024 and will also be displayed on the Company website [www.virtualeducation.co.in](http://www.virtualeducation.co.in) , on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
9. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. April 13, 2024. Members may send their requests to [csvirtualeducation@gmail.com](mailto:csvirtualeducation@gmail.com) or [apoorvandassociates@gmail.com](mailto:apoorvandassociates@gmail.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
10. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com).
11. The e-voting period commences on Friday, March 15, 2024 at 09:00 A.M. and ends on Saturday, April 13, 2024 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Monday, March 11, 2024, may cast their vote by electronic means in the manner and process set out hereinabove.
12. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
13. Members are requested to carefully read the instructions mentioned in the notes before exercising their vote



## 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>Existing <b>IDeAS</b> 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>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 “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg</a>.</li></ol>

	<p><a href="#">jsp</a></p> <ol style="list-style-type: none"> <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 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </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 e-Voting option for eligible companies</li> </ol>

	<p>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 e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <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> <li>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 &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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.**





<b>Login type</b>	<b>Helpdesk details</b>
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 and 022 - 2499 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 22 55 33

**B) Login Method 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 user 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 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.
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 [apoorvandassociates@gmail.com](mailto:apoorvandassociates@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 "**e-Voting**" 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 e-voting 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager 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.

**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.

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

**ITEM NO. 1: Approval of Change in Designation of Ms. Shikha (DIN: 07013436) from Executive Director to Managing Director**

The Board of Directors on recommendation of the Nomination and Remuneration Committee approved the change in designation of Ms. Shikha (DIN: 07013436) from executive director to Managing Director of the Company w.e.f. 15 January 2024, not liable to retire by rotation, for a term of 5 years. The Company has received from Ms. Shikha:

(a) Consent in writing to act as managing director

(b) Intimation to the effect that she is not disqualified under Section 164(2) of the Act read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), and

(c) Declaration pursuant to BSE Circular dated 20 June 2018, that she has not been debarred from holding office of a director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed by way of Postal Ballot.

The Nomination and Remuneration Committee at its meeting held on 15th January 2024, recommended payment of remuneration of Rs. 1,00,000/-per month and additional incentive will be 10% of Net Profits earned from the projects taken by Ms. Shikha (DIN: 07074151). She shall not be liable for any sitting fees or commission for attending the Board Meetings of the Board of Directors of the Company ("the Board") or committees thereof. The recommendation was approved by the Board of Directors at its meeting held on 15th January 2024. The payment of remuneration to Ms. Shikha is subject to the approval of Members by way of a Special Resolution.

The terms and conditions of appointment of the Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required.

The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.



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 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, 2022 to March 31, 2023.**

		Amt in (₹)	
Particulars		31.03.2022	31.03.2023
	<b>Total Revenue</b>	1,61,11,645	1,33,45,180
<b>Less:</b>	Total Expenditure	1,07,34,097	51,12,340
	Net Profit/(Loss) before Tax (PBT)	53,77,548	82,32,840
<b>Less:</b>	Provision for Income Tax-Current	(13,70,408)	(18,74,900)
	Provision for Deferred Tax	(87,160)	(2,65,640)
	<b>Profit/(Loss) After Tax</b>	<b>39,19,980</b>	<b>60,92,300</b>

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

**A. Information about Ms. Shikha**

1. Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Companies Act, 2013, as

applicable and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name of Directors</b>	<b>Ms. Shikha</b>
DIN	07013436
Father's Name	Mr. Vinod Kumar Sharma
Date of Birth	02/09/1984
Age	39 Years
Nationality	Indian
Date of first appointment on the Board	15.01.2024
Qualification	She has done Bachelor in Computer Application (BCA) and Masters in Computer Application (MCA).
Experience & Expertise in specific functional area	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.
Terms & Conditions for appointment/ reappointment Details of Remuneration	As per the Companies Act, 2013 As discussed, and agreed by Board.
Details of Remuneration	Rs. 1,00,000/- + 10% of Net Profits earned from the projects taken by Ms. Shikha (DIN: 07074151)
Remuneration last drawn	Nil
Shareholding in the Company (No. & %)	Nil
Relationship with Directors, Manager and other KMP of the Company	She is not related to any other Director and KMP of the Company
Number of Shares held in the Company	Nil





Directorship held in other Companies	a. VINAYAK LOCAL AREA BANK LIMITED b. HIGGS COMMERCE PRIVATE LIMITED c. HEADTREE SOLUTIONS PRIVATE LIMITED d. HELI ENERGY PRIVATE LIMITED e. SHIKSHAN SCHOOL PRIVATE LIMITED
Chairman/Member of the Committees of the Boards of Directors	-
Number of Board Meetings attended during the year	6

#### **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 September 2024.

The Board commends the resolutions set forth in Item No. 1 for the approval of the members as Special 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. 2: Approval of regularisation of Mr. Ankit Sharma (DIN: 10464526) as Executive Director**

Mr. Ankit Sharma, (DIN:10464526) 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 15<sup>th</sup> January 2024 after taking into account the performance evaluation of Mr. Ankit Sharma, 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 Mr. Ankit Sharma, as Executive Director on the Board of the Company, to hold office and whose office is liable to retire by rotation.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed by way of Postal Ballot.

The Nomination and Remuneration Committee at its meeting held on 15th January 2024, recommended payment of remuneration of Rs. 40,000/-per month. He shall not be liable for any sitting fees or commission for attending the Board Meetings of the Board of Directors of the Company ("the Board") or committees thereof. The recommendation was approved by the Board of Directors at its meeting held on 15th January 2024. The payment of remuneration to Mr. Ankit Sharma is subject to the approval of Members by way of an Ordinary Resolution.

The terms and conditions of appointment of the Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required.

The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.

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

The Board commends the resolutions set forth in Item No. 2 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.

**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.

**4. 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, 2022 to March 31, 2023.**

		Amt in (₹)	
Particulars		31.03.2022	31.03.2023
	<b>Total Revenue</b>	1,61,11,645	1,33,45,180
<b>Less:</b>	Total Expenditure	1,07,34,097	51,12,340
	Net Profit/(Loss) before Tax (PBT)	53,77,548	82,32,840
<b>Less:</b>	Provision for Income Tax-Current	(13,70,408)	(18,74,900)
	Provision for Deferred Tax	(87,160)	(2,65,640)
	<b>Profit/(Loss) After Tax</b>	<b>39,19,980</b>	<b>60,92,300</b>

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

**A. Information about Mr. Ankit Sharma**



1. Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Companies Act, 2013, as applicable and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name of Directors</b>	<b>Mr. Ankit Sharma</b>
DIN	10464526
Father's Name	Mr. Laxmi Narayan
Date of Birth	16/08/1997
Age	27 Years
Nationality	Indian
Date of first appointment on the Board	15.01.2024
Qualification	Mr. Ankit Sharma has done his graduation (B Com.) from JIWAJI University Gwalior and his Post Graduation from Mahatma Gandhi Chitrkoot Vishwavidyalaya Gwalior. Also he is Semi Qualified CA and having 1 years of experience in Accounts and finance.
Experience & Expertise in specific functional area	Currently heading the XBRL Initiatives at Uttam Agarwal Corporate Advisory Private Limited in relation to Indian GAAP Mandate, Heading the team of XBRL Professionals to deliver timely XBRL filings to leading corporate houses in India like RELIANCE ADAG, MP BIRLA CORP, DUNCANS, WELSPUN CORP, STAR GROUP, PARLE AGRO, etc. He did his article ship from UTTAMABUWALA & GHOSH Associates, Mumbai. He has been work exposure in Internal Audit, External Audit and Concurrent Audit , US Payroll and Insurance , establish internal control and prepared SOP of various client like Reliance Cement Ltd, Gufic Bioscience Ltd , Reliance Insurance Ltd , Macleods Pharmaceutical Ltd, Bhagya Laxmi steel Pvt ltd and Navika Capital( USA) Hospitality and also written book on the Insurance "CAPTIVATING INSURANCE ". He is an avid speaker on Insurance.
Terms & Conditions for appointment/ reappointment Details of Remuneration	As per the Companies Act, 2013 As discussed, and agreed by Board.

Details of Remuneration	Rs. 40,000/- (Rupees Forty Thousand Only)
Remuneration last drawn	Nil
Shareholding in the Company (No. & %)	Nil
Relationship with Directors, Manager and other 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
Directorship held in other Companies	-
Chairman/Member of the Committees of the Boards of Directors	-
Number of Board Meetings attended during the year	1

**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 September 2024.

The Board commends the resolutions set forth in Item No. 2 for the approval of the members as Special 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.

**For and On Behalf of  
Virtual Global Education Limited**

**Place: Delhi  
Date: 13<sup>th</sup> March, 2024**

**Sd/-  
Shivani Jindal  
(Company Secretary & Compliance Officer)  
M. No. A71079**