

GLOBAL EDUCATION LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN) - L80301MH2011PLC219291

Registered Office : Office No.205, 02ND Floor Jaisingh Business Center Premises CHSL, Sahar Road, Parsiwada, Andheri(E), Mumbai - 400099, Maharashtra - India

Tel No. +91 22 49242584, e-mail id : investorinfo@globaledu.net.in, Website : www.globaledu.net.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the Second Extra-Ordinary General Meeting [EOGM] for FY 2024-2025 of the Members of the Company – **GLOBAL EDUCATION LIMITED** (CIN : L80301 MH 2011 PLC 219291) will be held on **Saturday 22nd February 2025 at 11.00 A.M.**, through Video Conferencing(“VC”) / Other Audio Visual Means (“OAVM”) facility, to transact the following business: The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company at Office No.205 ,02nd Floor Jaisingh Business Center Premises CHSL,Sahar Road,Parsiwada, Andheri(E), Mumbai 400099 Maharashtra, India.

SPECIAL BUSINESS:

ITEM NO. 1: To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

Re-appointment of Mr. Rajan Madhaorao Welukar [DIN: 00066062], as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of Five (5) consecutive years: Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV to 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) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) [“Listing Regulations”], Mr. Rajan Madhaorao Welukar [DIN: 00066062], who was appointed as a Director (Category - Non-executive, Independent) of the Company and who holds office up to 27th April 2025 and who is eligible for re-appointment as well as meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of Director, be and is hereby re-appointed as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for a fixed second term of consecutive Five (5) years, from 28th April 2025 till 27th April 2030.”

“ **FURTHER RESOLVED THAT** the Committee and/or the Board of Directors of the Company be and is hereby authorised to do all such acts and things as may be expedient and necessary to give effect to this resolution.”

NOTES:

1. In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs (“MCA”) has vide it’s circular dated April 8, 2020 and April 13, 2020, June 15, 2020, September 28, 2020, December 31st 2020, June 23, 2021, December 08, 2021 and May 5, 2022, 19th September 2024 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, Dated October 3, 2024 (referred to as “SEBI Circular”) permitted the holding of the “EOGM” through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the EOGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the EOGM through VC/OAVM only. The deemed venue for the EOGM shall be the Registered Office of the Company.
2. As the EOGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EOGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the General Meeting through VC/OAVM and participate there at and cast their votes through e-voting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of Special Business as set out above to be transacted at EOGM is annexed hereto and forms part of this Notice. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the General Meeting through VC / OAVM at the scheduled time of the General Meeting of the Company.
4. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, Members are provided with the facility to cast their vote electronically through remote e-voting services provided by Central Depository Services (India) Limited (CDSIL). Instructions for remote e-voting are provided in the Notice.
5. The Register of Members and Share Transfer books of the Company will remain closed from Monday, the 10th February, 2025 to Saturday 22nd February 2025 (both days inclusive)
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.

ELECTRONIC DISPATCH OF NOTICE OF EOGM AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE OF EOGM, USER ID & PASSWORD AND REGISTRATION OF EMAIL ID FOR E-VOTING:

7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice of EOGM will also be available on the Company's website www.globaledu.net.in, websites of National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorinfo@globaledu.net.in along with the copy of the signed request letter mentioning the Folio No., name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
9. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investorinfo@globaledu.net.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
10. Alternatively members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.
11. 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.

INSTRUCTIONS FOR ATTENDING EOGM THROUGH VC/OAVM ARE AS UNDER:

12. Member will be provided with a facility to attend the EOGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned below for Access to CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "EVSN" of Company GLOBAL EDUCATION LIMITED will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

13. For convenience of the Members and proper conduct of EOGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the EOGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of EOGM. The facility of participation at the EOGM 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 EOGM without restriction on account of first come first served basis.

14. Members who need assistance before or during the EOGM with use of technology, can send a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43

15. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

16. Please note that Participants Connecting from Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches .

PROCEDURE TO RAISE QUESTION / SEEK CLARIFICATIONS WITH RESPECT TO NOTICE OF EOGM:

17. Members who would like to express their views or ask questions may ask by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorinfo@globaledu.net.in from Monday, 10th February 2025 (9:00 A.M. IST) to Saturday 15th February 2025 (5:00 P.M. IST). The same will be replied by the Company suitably.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES REALTING TO LOGIN THROUGH DEPOSITORIES i.e. NSDL AND CDSL

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

VOTING THROUGH ELECTRONIC MEANS

18. 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), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by CDSL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the EOGM will be provided by CDSL.

19 . The Company has appointed CS Riddhita Agrawal, Practising Company Secretary having ICSI Membership No: FCS – 10054 CP.NO. 12917) Mumbai as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

20. The Members who have cast their vote by remote E-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again during the EOGM. Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EOGM

21. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at www.cdslindia.com. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 15th February 2025.

23. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request a evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote E-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com.

24. 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.evotingindia.com to reset the password.

25. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022- 23058542/43

26. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

27. The remote e-voting period begins on Wednesday, 19th February 2025 at 09:00 A.M. and ends on Friday, 21st February 2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL 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. on Saturday, 15th February 2025, 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 Saturday, 15th February 2025.

28. The details of the process and manner for remote E-voting using CDSL e-Voting system are explained herein below:

Step 1: Access to CDSL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ BIG SHARE/KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the EOGM</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectRgjsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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>

Type of shareholders	Login Method
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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..

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

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

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

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: www.evotingindia.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/ Creditor’ 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 CDSL eservices i.e. IDEAS, you can log-in at www.evotingindia.com with your existing IDEAS login. Once you log-in to CDSL 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 :

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***
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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.evotingindia.com

b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evotingindia.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@cdslindia.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 CDSL.

6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

7. Now, you will have to click on “Login” button.

8. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS

29. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast during the EOGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the EOGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

30. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.globaledu.net.in and on the website of CDSL at www.evotingindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT **PURSUANT TO SECTION 102(1) OF THE** **COMPANIES ACT, 2013**

Item No. 1: Re-appointment of Mr. Rajan Madhaorao Welukar [DIN: 00066062], as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of Five (5) consecutive years:

The Members are apprised that Mr. Rajan Madhaorao Welukar [DIN: 00066062] was appointed as a Director (Category - Non-executive, Independent) of the Company at the Twelfth (12th) Annual General Meeting held on 30th June, 2023 for a first fixed term of consecutive Two (2) years i.e. from 28th April 2023 upto 27th April 2025. ”

Section 149(10) of the Companies Act, 2013 (‘the Act’) provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Members of the Company.

Section 149(11) provides that an independent director may hold office for two consecutive terms.

The Board, after taking into account the recommendation of the Nomination and Remuneration Committee based on the report of performance evaluation of Directors, has recommended the re-appointment of Mr. Rajan Madhaorao Welukar [DIN: 00066062] as a Director (Category - Nonexecutive, Independent) of the Company, not liable to retire by rotation, for a second fixed term of consecutive Five (5) years, from 28th April 2025 till 27th April 2030.”

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) inter-alia prescribes that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act.

The Company has received self-declarations from Mr. Rajan Madhaorao Welukar [DIN: 00066062] that :

i. he meets the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Act and the provisions of the Listing Regulations.

ii. he was or is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and he has given his consent to act as a Director of the Company.

iii. he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI’s Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 on the subject “Enforcement of SEBI Orders regarding appointment of Directors by listed Companies”.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Rajan Madhaorao Welukar [DIN: 00066062] for the office of a

Director (Category - Non-executive, Independent) of the Company, to be appointed as such under the provisions of Section 149 of the Act.

Mr. Rajan Madhaorao Welukar [DIN: 00066062] is an eminent personality in his field. Your Board considers that his continued association with the Company would be of immense benefit to the Company. In the opinion of the Board, Mr. Rajan Madhaorao Welukar [DIN: 00066062] fulfils the conditions for reappointment as a Director (Category - Non-executive, Independent) of the Company as per the applicable provisions of the Act and the Listing Regulation/s. He is also independent of the Management and Promoters of the Company.

A Brief profile of Mr. Rajan Madhaorao Welukar [DIN: 00066062], nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board Committees and other requisite details, pursuant to the provisions of the Listing Regulations, and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at the General Meeting, has been given in the annex to this Notice.

Being appointee, Mr. Rajan Madhaorao Welukar [DIN: 00066062], may be deemed to be interested or concerned in the Resolution set out at Agenda Item No. 1 of the Notice with regard to his reappointment. Except Mr. Rajan Madhaorao Welukar [DIN: 00066062], none of the other Director/s, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, either financially or otherwise, in this Resolution.

The terms and conditions of his reappointment (draft appointment letter) shall be open for inspection by the Members of the Company, at the Registered Office of the Company during the normal business hours on any working day till the date of General Meeting of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolutions except to the extent of their shareholding if any in the Company.

Keeping in view the vast experience and knowledge of Mr. Rajan Madhaorao Welukar [DIN: 00066062], the Board of Directors of the Company, recommends the Special Resolution at Item No. 1 of the Notice for approval of the Members in the interest of the Company.

Details of the directors seeking appointment/re-appointment in the General Meeting, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings.

NAME OF THE DIRECTOR	RAJAN MADHAORAO WELUKAR
Director Identification Number	00066062
Date of Birth	24/08/1959
First Appointment on the Board	28/04/2023
Nationality	Indian
Number of Meetings of the Board attended during the period ended 31st December 2024	Three [03] out of Five [05] Board Meetings were attended during the period ended 31st December 2024

Qualifications	Doctoral degree holder in Statistics
Details of Memberships/ Chairmanships of Committees of other public Companies (includes Audit Committee and Stakeholders Relationship Committee)	Nil

Brief Profile	Dr. Rajan Welukar aged about 65 years is a doctoral degree holder in Statistics, and presently is the Vice Chancellor of Vice Chancellor ATLAS SKILLTECH University, Mumbai. Mr. Welukar has excellent track record of quality teaching, research and institution building and is a resource person on accreditation and staff development in the country and has conducted several dozen training programmes in teaching Pedagogy across the country. He has worked on various important committees of National Knowledge Commission, University Grants Commission, National Assessment and Accreditation Council (NAAC), Film and Television Institute of India, Central Govt., State Govt., Future Generation University, USA Dr. Rajan Welukar has widely travelled abroad and visited several universities and has held position of Vice-Chancellorships, Directorships, Secretarial positions in the Government and semi-Government Bodies all across the globe
Expertise in Specific Functional Area	Expertise in Public relations, Skill Training & Administration & Management
Nature of appointment (appointment/re-appointment)	Re-Appointment in terms of Section 161(1) of the Companies Act, 2013 ("the Act")
Terms and conditions of appointment /re-appointment	Not liable to retire by rotation, for a second fixed term of Five (05) years, i.e. from 28th April 2025 upto 27th April 2030
Number of Shares held in the Company as at March 31, 2024 (including as a beneficial owner)	Nil
List of the Directorship held in other Listed companies	Nil
Resignation as Director from Listed Companies in the past three years	Nil
Disclosure of relationship between directors (inter-se)	Not related to any Director, Manager and other Key Managerial Personnel of the Company

By Order of the Board

SD/-
CS PREETI PACHERIWALA
COMPANY SECRETARY
(ICSI Membership No. FCS7502)
Registered Office:
Office No.205, 02nd Floor Jaisingh Business Center Premises
CHSL,Sahar Road,Parsiwada, Andheri(E),
Mumbai 400099 Maharashtra, India
Place: Nagpur
Date: 28th January, 2025