# NOTICE

**NOTICE** is hereby given that the Fifteenth (15th) Annual General Meeting of the Members of **GLOBAL EDUCATION LIMITED** ("Company") (CIN : L80301 MH 2011 PLC 219291) will be held on Friday, the 31st July, 2026 at 11.00 A. M through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following business: The proceedings of the AGM 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.

**ORDINARY BUSINESS :**

1. To consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2025-26 ended 31st March, 2026, including, the Balance Sheet as at 31st March, 2026, Profit and Loss and Cash Flow for the Financial Year 2025-26 ended 31st March, 2026, together with the Board's Report and Report of the Statutory Auditors thereon including annexure thereof and in this regard, pass the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2025-26 ended 31st March, 2026, including, the Balance Sheet as at 31st March, 2026, Profit and Loss and Cash Flow for the Financial Year 2025-26 ended 31st March, 2026, together with the Board's Report and Report of the Statutory Auditors thereon including annexure thereof laid before this meeting, be and are hereby considered and adopted."

2. To confirm the interim dividend declared / paid and to declare a final dividend @ 25% i.e. Rs.0.50/- (Rupees Fifty Paisa Only) per Equity Share for the financial year 2025-2026 and in this regard, pass the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** interim dividend @ 25% i.e. Rs. 0.50/- (Rupee Fifty Paise Only) per Equity Share of face value of Rs.2/- (Rupees Two) each in the Equity Share capital of the Company declared by the Board of Directors of the Company for the financial year 2025-2026 at its meeting held on 03rd November 2025, be and is hereby approved and confirmed."

   **"FURTHER RESOLVED THAT** a final dividend @ 25% i.e. Rs. 0.50/- (Rupees Fifty Paisa Only) per Equity Share of face value of Rs. 2/- (Rupees Two) each in the Equity Share capital of the Company for the financial year 2025-2026, as recommended by the Board of Directors be and is hereby declared and approved."

3. To appoint a Director in place of Mr. Aditya Praneet Bhandari (DIN: 07637316), as a Whole-time Director (Category - Non-independent, Executive),designated Key Managerial Personnel who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Mr. Aditya Praneet Bhandari (DIN: 07637316), as a Whole-time Director (Category - Non-independent, Executive),designated Key Managerial Personnel, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

   **SPECIAL BUSINESS :**

4. To consider continuation of directorship of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), beyond the age of 75 years as Chairman & Non-Executive Non-Independent Director of the Company and in this regard, pass the following resolution as a Special Resolution:

   **"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), Chairman and Non-Executive Non-Independent Director of the Company, who will attain the age of seventy-five (75) years on 24 May 2027, during his current tenure as Director of the Company.

   **RESOLVED FURTHER THAT** the continuation of directorship of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), beyond the age of seventy-five (75) years shall be in accordance with the terms as approved by the Members and shall be subject to such terms and conditions as may be determined by the Board from time to time.

   **RESOLVED FURTHERTHAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee thereof authorised by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or expedient, including filing of necessary forms, disclosures and intimations with the stock exchanges, Registrar of Companies and other regulatory authorities."

**5.** To approve the re-appointment of Mr. Inder Krishen Bhat (DIN: 08901891),as a Director (Category – Non-executive, Independent) of the Company, for a second fixed term of Two (02) consecutive years and to pass, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 16(1)(b), Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Mr. Inder Krishen Bhat (DIN: 08901891), who was appointed as a Non-Executive Independent Director of the Company and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of Two (2) years commencing from the conclusion of the Fifteenth (15th) Annual General Meeting of the Company held for the financial year 2025-2026 up to the conclusion of the Seventeenth (17th) Annual General Meeting of the Company to be held for the financial year 2027-2028.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Inder Krishen Bhat (DIN: 08901891) as a Non-Executive Independent Director of the Company after attaining the age of seventy-five (75) years on 13th April 2028, till the expiry of his aforesaid second consecutive term, i.e., up to the conclusion of the Seventeenth (17th) Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable to give effect to this Resolution."

**6.** To approve the Re-appointment of Mr. Aditya Praneet Bhandari (DIN: 07637316) as the Whole-time Director (Category - Non-independent, Executive),designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of Five (5) years effective 16th March, 2027 and to pass, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the re-appointment of Mr. Aditya Praneet Bhandari (DIN: 07637316) as Whole-time Director of the Company, designated as Executive Director and Key Managerial Personnel, liable to retire by rotation, for a further period of Five (5) years with effect from 16th March 2027 up to 15th March 2032, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with authority to the Board of Directors (including any Committee thereof) to alter, vary, revise or modify the terms and conditions including remuneration from time to time, subject to provisions of the Act, Schedule V thereto and other applicable laws.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Aditya Praneet Bhandari shall include salary, perquisites, allowances, benefits and performance-linked incentives as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee, and shall be within the overall limits approved by the Members of the Company.

**RESOLVED FURTHER THAT** in addition to the above remuneration, Mr. Aditya Praneet Bhandari shall be eligible for such employee stock options and/or other equity-based instruments, if any, under any Employee Stock Option Scheme or other equity incentive plans of the Company, as may be approved by the Members from time to time, subject to applicable provisions of law; however, grant and vesting of such ESOPs shall be in accordance with the terms of the respective schemes and shall not be construed as part of managerial remuneration for the purpose of Sections 197 and 198 of the Act unless specifically required under applicable law.

**RESOLVED FURTHER THAT** Where in any financial year during the tenure of Mr. Aditya Praneet Bhandari, the Company has no profits or inadequate profits, the remuneration payable to him shall be paid in accordance with the provisions of Section II of Part II of Schedule V to the Act, or such other applicable provisions of Schedule V, as may be in force from time to time, subject to such approvals, if any, as may be required under the Act.

**RESOLVED FURTHER THAT** In the event of absence or inadequacy of profits, the remuneration as approved herein shall be treated as minimum remuneration payable to Mr. Aditya Praneet Bhandari in accordance with Schedule V of the Act, subject to compliance with applicable limits and conditions prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution, including filing of necessary forms, returns and intimations with the Registrar of Companies and stock exchanges.”

**By Order of the Board of Directors**

**Sd/-**
**CS PREETI PACHERIWALA**
**COMPANY SECRETARY**
**(ICSI Membership No. FCS-7502)**

**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 May, 2026**

# 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, May 5, 2020 and January 13, 2021 and December 8, 2021 and December 14, 2021 and May 5, 2022 and 28th December, 2022 and 25th September, 2023, 19th September,2024, 22nd Septmeber, 2025 (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 "AGM" 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 AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM 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 Fifteenth [15th] AGM through VC/OAVM and participate therein 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 AGM 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 Fifteenth [15th] Annual General Meeting through VC / OAVM at the scheduled time of the Fifteenth [15th] Annual General Meeting of the Company.
4. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide video conferencing facility and e-voting facility for the AGM
5. The Board of Directors has recommended for consideration of the Members a final dividend @ 25% i.e. Rs.0.50/- ([Rupees Fifty Paisa Only]) per Equity Share for the financial year 2025-2026. The Company has fixed Friday, the 17th July, 2026 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2026, if approved at the AGM. The final dividend, once approved by the members in the ensuing AGM will be paid before Saturday, 29th August, 2026 subject to deduction of tax at source, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
6. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Bigshare Services Private Limited (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

   A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to investorinfo@globaledu.net.in latest before Monday, 20th July, 2026 by 05:00 PM IST. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

   Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to prasadm@bigshareonline.comon or before Monday, 20th July, 2026 by 05:00 PM IST .

   Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, Bigshare Services Private Limited, Address Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093
7. Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March 2021 or any subsequent financial years, are requested to make their claims to the Company at its Registered Office. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated here-in, no claim with the Company

shall lie in respect thereof Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on March 31, 2021, March 31, 2022 March 31, 2023 and as on March 31, 2024 on the Company's website at www.globaledu.net.in.

8. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/Demand Drafts as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of/change in such bank details. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.
9. Members are requested to notify change in address, if any, immediately to M/s. Bigshare Services Pvt. Ltd., quoting their folio numbers.
10. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
11. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulations" in respect of the Director seeking reappointment at the Annual General Meeting, forms part of the Corporate Governance Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. 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.
13. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Monday, 20th July, 2026 , through email on investorinfo@globaledu.net.in. The same will be replied by the Company suitably.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT, USER ID & PASSWORD AND REGISTRATION OF EMAIL ID FOR E-VOTING:**

14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2025-26 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 and Annual Report 2025-26 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.
15. 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.
16. 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.
17. 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.
18. 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 AGM THROUGH VC/OAVM ARE AS UNDER:**

19. Member will be provided with a facility to attend the AGM 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.

20. For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM 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 AGM without restriction on account of first come first served basis.
21. Members who need assistance before or during the AGM with use of technology, can send a request at helpdesk evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43
22. 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.
23. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via 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.

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATING 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**

24. 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 AGM will be provided by CDSL.
25. 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.
26. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM.

    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.
27. 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. Friday, the 24th July, 2026.
28. 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.
29. 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.

30. 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

31. The attendance of the Members attending the AGM 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:-**

32. The remote e-voting period begins on Tuesday, 28th July, 2026 at 09:00 A.M. and ends on Thursday, 30th July, 2026 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 Friday, the 24th July, 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 Friday, the 24th July, 2026.

33. 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 | 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.<br>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.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>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 AGM. |
| Individual Shareholders holding securities in demat mode with NSDL | 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 |

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| | be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>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<br>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.<br>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. |
| 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 :

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

5. 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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

**SPEAKER REGISTRATION / FACILITY FOR NON-SPEAKERS**

34. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker 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,13th July 2026 (9:00 A.M. IST) to Monday, 20th July, 2026 (5:00 P.M. IST). The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

**DECLARATION OF RESULTS OF VOTING:**

35. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, 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.
36. The voting results 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.

# ANNEXURE TO ITEM NO. 3 ,4, 5 ,6

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE FIFTEENTH (15TH) ANNUAL GENERAL MEETING:**

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

| Name of the Director | GURURAJ VASANTRAO KARAJAGI | INDER KRISHEN BHAT | ADITYA PRANEET BHANDARI |
|---|---|---|---|
| Designation | Chairman & Non-Executive Non-Independent Director | Non-Executive -Independent Director | Whole-time Director (Executive Director & Key Managerial Personnel) |
| Director Identification Number | DIN: 01330419 | DIN: 08901891 | DIN : 07637316 |
| Date of Birth | 24/05/1952 | 13/04/1953 | 12/10/1990 |
| First Appointment on the Board | 17/08/2017 | 07/10/2020 | First appointed as Independent Director on 24.10.2016; re-designated as Whole-time Director w.e.f. 16.03.2017 |
| Nationality | Indian | Indian | Indian |
| Qualifications | Doctoral degree holder in Chemistry | B.E. (Hons) in Mechanical Engineering, M.Tech. and Ph.D. degrees from IIT Kanpur | M.Sc in International Management |
| Brief Profile | Dr. Gururaj Karajagi, aged about 74 years is a doctoral degree holder in Chemistry has published over 22 research papers in International journals. He is a life Fellow of the Electrochemical Society of India and has served on the Boards of Management of a few Medical Universities. Dr. Karajagi also served as a member of the State Resource Group (SRG) for the implementation of Total Quality Management (TQM) in the colleges of Karnataka. He is a Trustee of the Loka Shikshana Trust - a pioneering publishing house. He is serving on the Boards of many companies.<br>Dr. Karajagi served as the Director of the V.V.S. Academic and Administrative College, founder Principal and Academic Director of the Jain International Residential School, and the founder Director of the International Academy for Creative Teaching. He has also served as a member of the Syndicate of a few Universities and as a member of the Karnataka Knowledge Commission.<br>Through the Academy for Creative Teaching, Dr. Karajagi is instrumental in building over 85 schools of very high quality all over the world. He is generally considered as an institution builder. He has designed a complete curriculum in Creativity which is being used in different Universities. | Mr. Inder Krishen Bhat, aged about 73 Years holds a degree of Doctorate and presently is the Vice Chancellor of Manav Rachna University and has also served as Director of National Institute of Technology Hamirpur (H.P.), Malaviya National Institute of Technology Jaipur (Rajasthan), NIT Delhi, NIT Jalandhar (Punjab) and IIIT Kota(Rajasthan).<br>Mr. Bhat has excellent track record of quality teaching, research and institution building. He has supervised 12 Ph.Ds and several M.Tech theses in the area of Energy, Fatigue, Wear, Material Characteristics, and Academic Management. He has published more than 150 articles in Journals, and conferences/seminars etc. He has delivered more than 200 invited lectures. Mr. Bhat 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.<br>Mr. Bhat has Contributed at policy level being associated in developing: NBA Vision 2002;. AICTE Vision 2015;. Member, of the Committee for framing of Appeal Regulations for NAAC , Member, Central Advisory Board of Education (CABE) since 2015; | Mr. Aditya Bhandari, aged about 35 years is in charge of the day-to-day affairs of the Company, being responsible for several key functions, including administration and liaising with important stakeholders, including government bodies. He is an, alumnus of University of Southampton, UK with specialization in International Management. Before joining Global Education Limited, he was associated with JSW Steel Limited, Mumbai, Bangur Cement (A unit of Shree Cement Limited), Jaipur, Indian Tobacco Company (ITC), Mumbai and Fuelco Group, Nagpur. He has hands-on experience in strategic advisory, capital markets, a portfolio company integration as well as post-acquisition performance management in India, Asia and Europe along with the expertise in Export Management. He has significant hands-on operational experience in conducting due diligence, structuring, strategic planning and has mastered the fine art of publishing, its myriad processes from content creation to printing, product development, marketing, sales and distribution of stationery products. |

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| | He has travelled and lectured extensively in various Universities both in the east and the west and has conducted more than 2000 training programmes for educational and corporate organizations | Drafting first Statutes of NITs; Drafting IIIT Bill under PPP mode; AICTE Strategic Plan for Tenth Plan Period; Regulations of National Board of Accreditation. Mr. Bhat has widely travelled abroad and visited several universities. He has participated in the prestigious Yale-India Leadership Programme at Yale University, USA and Visited Columbia University, New York State University, Stony Brook University and Cooper Union College under the aegis of this Programme | |
| Expertise in Specific Functional Area | Expertise in Finance, Governance, Education leadership | Expertise in Academia, Engineering, Institution building | Expertise in Strategy, Capital Markets, Operations |
| Nature of appointment (appointment/re-appointment) | Continuation of directorship beyond 75 years subject to shareholder approval under Regulation 17(1A) of SEBI LODR Regulations, 2015 | Re-appointment as Non-Executive Independent Director for second term of 2 years and continuation beyond 75 years subject to approval under Regulation 17(1A) | Re-appointment as Whole-time Director (Executive Director & Key Managerial Personnel) for a further period of 5 years effective 16.03.2027 |
| Remuneration proposed to be paid | "Sitting fees for Board/Committee meetings as applicable" | "Sitting fees for Board/Committee meetings as applicable" | Refer Explanatory Statement of Item No. 6 |
| Remuneration last drawn (including sitting fees, if any) for the period ended 31.03.2026 | ₹1.60 Lakhs | ₹1.60 Lakhs | ₹41.95 Lakhs |
| Names of other Companies in which the Director holds Directorship as on date of Notice | 1. Ifocus Systec (India) Private Limited<br>2. Academy For Creative Teaching India Private Limited | NIL | 1. YOCO Private Limited<br>2. Global BIFS Academy Private Limited<br>3. Global Sports And Music Private Limited<br>4. Ownprep Private Limited |
| Names of other listed Companies from which the Director has resigned in past three years | NIL | NIL | NIL |
| Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on date of Notice | NIL | NIL | NIL |
| Shareholding in the Company as on date of Notice | Nil | NIL | NIL |
| Number of Meetings of the Board attended during the financial Year 2025-2026 | 8/8 Board Meetings attended | 8/8 Board Meetings attended | 8/8 Board Meetings attended |
| Relationships between Directors, Key Managerial Personnel and Managers of the Company | Not related to any Director, Manager and other Key Managerial Personnel of the Company | Not related to any Director, Manager and other Key Managerial Personnel of the Company | Not related to any Director, Manager and other Key Managerial Personnel of the Company |

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

**ITEM NO. 4 : CONTINUATION OF DIRECTORSHIP OF MR. GURURAJ VASANTRAO KARAJAGI (DIN: 01330419), BEYOND THE AGE OF 75 YEARS AS CHAIRMAN AND NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION**

**(Pursuant to Section 102 of the Companies Act, 2013 read with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the Members by way of a Special Resolution is required for continuation of a Non-Executive Director who has attained or will attain the age of seventy-five (75) years during his/her term of office.

Accordingly, Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), Chairman and Non-Executive Non-Independent Director of the Company, will attain the age of seventy-five (75) years on 24th May 2027 during the currency of his tenure as Director of the Company. Hence, approval of the Members is being sought by way of a Special Resolution for continuation of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), as Chairman and Non-Executive Non-Independent Director of the Company, liable to retire by rotation, in terms of Regulation 17(1A) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee ("NRC"), at its meeting held on 28th May 2026, after considering his rich experience, leadership capabilities, contribution to the Board and continued guidance to the Company, recommended the continuation of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), as Chairman and Non-Executive Non-Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors of the Company, at its meeting held on 28th May 2026, approved and recommended the continuation of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), as Chairman and Non-Executive Non-Independent Director of the Company, liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), has been associated with the Company for several years and has played a significant role in providing strategic direction and leadership to the Board. He has contributed immensely towards strengthening corporate governance practices, enhancing Board effectiveness and guiding the Company's long-term growth strategy.

Under his leadership and guidance, the Company has benefitted from his extensive business experience, deep industry knowledge and strong governance oversight. His continued association with the Company provides stability, continuity and valuable mentorship to the Board and the senior management team.

Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), continues to actively participate in Board deliberations and provides valuable insights on strategic, operational and governance matters. The Board is of the opinion that his continued association would be of immense benefit to the Company considering his vast experience, institutional knowledge and alumni association with the University, leadership qualities and valuable contribution towards the growth and governance framework of the Company.

The Board of Directors and the Nomination and Remuneration Committee, while recommending the continuation of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), as Chairman and Non-Executive Non-Independent Director of the Company beyond the age of seventy-five (75) years, have taken into consideration, inter alia, his expertise, experience, leadership abilities, contribution to the Company and the performance evaluation carried out by the Board.

Brief profile and other details of Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), as required under the Companies Act, 2013 and SEBI Listing Regulations form part of the Annexure to the Notice.

Except Mr. Gururaj Vasantrao Karajagi (DIN: 01330419), and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members of the Company.

**ITEM NO. 5 : RE-APPOINTMENT OF MR. INDER KRISHEN BHAT (DIN: 08901891),AS A DIRECTOR (CATEGORY – NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY, FOR A SECOND FIXED TERM OF TWO (02) CONSECUTIVE YEARS: SPECIAL RESOLUTION**

**(Pursuant to Section 102 of the Companies Act, 2013 read with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 07th October 2020, had appointed Mr. Inder Krishen Bhat (DIN: 08901891) as an Additional Director (Category – Non-Executive, Independent) of the Company with effect from 07th October 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company.

Thereafter, the Members of the Company at the Tenth (10th) Annual General Meeting held on 18th September 2021 approved the appointment of Mr. Inder Krishen Bhat as a Director (Category – Non-Executive, Independent) of the Company, not liable to retire by rotation, for a first fixed term of Five (05) consecutive years commencing from the conclusion of the Tenth (10th) Annual General Meeting up to the conclusion of the Fifteenth (15th) Annual General Meeting of the Company to be held for the financial year 2025-2026.

The present term of office of Mr. Inder Krishen Bhat as an Independent Director expires at the conclusion of the ensuing Fifteenth (15th) Annual General Meeting of the Company.

Pursuant to the provisions of Sections 149(10) and 149(11) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a second consecutive term upon passing of a Special Resolution by the Members of the Company.

The Nomination and Remuneration Committee ("NRC"), after considering the skills, experience, knowledge, contribution made by Mr. Inder Krishen Bhat during his tenure as an Independent Director, outcome of performance evaluation and his continued valuable guidance to the Board and the Management, at its meeting held on 28th May 2026, recommended his re-appointment as a Director (Category – Non-Executive, Independent) of the Company for a second consecutive term of Two (02) years.

Based on the recommendation of the NRC, the Board of Directors of the Company at its meeting held on 28th May 2026 approved and recommended the re-appointment of Mr. Inder Krishen Bhat as a Director (Category – Non-Executive, Independent) of the Company, not liable to retire by rotation, for a second fixed term of Two (02) consecutive years commencing from the conclusion of the Fifteenth (15th) Annual General Meeting of the Company up to the conclusion of the Seventeenth (17th) Annual General Meeting of the Company to be held for the financial year 2027-2028, subject to approval of the Members by way of Special Resolution.

The Board has taken on record the performance evaluation of Mr. Inder Krishen Bhat and is of the opinion that he continues to possess the requisite integrity, expertise and independence, and meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations

Mr. Inder Krishen Bhat (Date of Birth: 13th April 1953) will attain the age of seventy-five (75) years on 13th April 2028 during the proposed second term. In terms of Regulation 17(1A) of the SEBI Listing Regulations, continuation of a Non-Executive Director beyond the age of seventy-five (75) years requires approval of the Members by way of a Special Resolution. Accordingly, approval of the Members is also being sought for his continuation as an Independent Director after attaining the age of seventy-five (75) years till completion of his aforesaid second consecutive term, i.e., up to the conclusion of the Seventeenth (17th) Annual General Meeting of the Company.

The brief profile of Mr. Inder Krishen Bhat, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationship between Directors inter-se, as stipulated under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure forming part of this Notice.

**The Company has received from Mr. Inder Krishen Bhat:**

(i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

(ii) intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;

(iii) declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;

(iv) confirmation that he is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority; &

(v) confirmation regarding registration of his name in the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board of Directors and the Nomination and Remuneration Committee, Mr. Inder Krishen Bhat fulfills the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management and Promoters of the Company.

Considering his vast experience, knowledge, expertise and valuable contribution towards the growth, governance and affairs of the Company, the Board is of the view that the continued association of Mr. Inder Krishen Bhat would be beneficial and in the best interest of the Company.

The terms and conditions of re-appointment of Mr. Inder Krishen Bhat shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the ensuing Annual General Meeting.

Except Mr. Inder Krishen Bhat and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members of the Company.

**ITEM NO. 6: RE-APPOINTMENT OF MR. ADITYA PRANEET BHANDARI (DIN: 07637316) AS THE WHOLE-TIME DIRECTOR (CATEGORY – NON-INDEPENDENT, EXECUTIVE),DESIGNATED KEY MANAGERIAL PERSONNEL, OF THE COMPANY LIABLE TO RETIRE BY ROTATION FOR A FURTHER PERIOD OF FIVE (5) YEARS EFFECTIVE 16TH MARCH, 2027: SPECIAL RESOLUTION**

Mr. Aditya Praneet Bhandari (DIN: 07637316), aged about 35 years, is a dynamic professional with strong academic and managerial credentials. He is an alumnus of the University of Southampton, United Kingdom, where he specialised in International Management. Prior to his association with the Company, he has gained diverse experience by working with reputed organisations such as JSW Steel Limited, Bangur Cement (a unit of Shree Cement Limited), ITC Limited and Fuelco Group, wherein he was engaged in areas including strategic advisory, capital markets, portfolio integration, post-acquisition performance management and export management across India, Asia and Europe.

The Members are informed that Mr. Aditya Praneet Bhandari was initially appointed as a Non-Executive Independent Director of the Company effective 24th October 2016. Thereafter, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and considering his expertise, contribution and potential role in the Company's growth trajectory, the Board of Directors at its meeting held on 16th March 2017 approved his appointment as Whole-time Director of the Company designated as Key Managerial Personnel for a period of five (5) years with effect from 16th March 2017 up to 15th March 2022.

Subsequently, based on the performance evaluation of Mr. Bhandari and considering his significant contribution towards the Company's growth, operational efficiency and strategic initiatives, the NRC recommended his re-appointment. The Board of Directors, at its meeting held on 6th August 2021, approved his re-appointment as Whole-time Director of the Company for a further period of five (5) years with effect from 16th March 2022 up to 15th March 2027, which is presently subsisting.

The Board is of the opinion that Mr. Bhandari has played a key role in strengthening the Company's operational and financial performance and his continued association would be in the best interest of the Company. Accordingly, based on the recommendation of the NRC and subject to approval of the Members, the Board of Directors at its meeting held on 28th May 2026 has approved the re-appointment of Mr. Aditya Praneet Bhandari as Whole-time Director of the Company, designated as Executive Director and Key Managerial Personnel, liable to retire by rotation, for a further period of five (5) years with effect from 16th March 2027 up to 15th March 2032.

The remuneration payable to Mr. Aditya Praneet Bhandari has been structured in accordance with Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V thereto and SEBI (LODR) Regulations, 2015. The remuneration comprises fixed salary, perquisites, allowances and performance-linked incentives as may be determined by the Board on recommendation of the NRC from time to time, within the overall limits approved by the Members.

Further, the Company may, subject to approval of the Members under applicable law and relevant Employee Stock Option Scheme(s), grant Employee Stock Options (ESOPs) and/or other equity-based incentives to Mr. Aditya Praneet Bhandari. Such ESOPs, if granted, shall be governed by the applicable ESOP Scheme(s) of the Company and shall not form part of fixed managerial remuneration unless otherwise required under applicable law.

**The key terms relating to remuneration are as follows:.**

(I) the terms and conditions governing the employment of Mr. Aditya Bhandari (DIN 07637316) as the Whole- time Director [designated Key Managerial Personnel (KMP)] of the Company are as per rules of the Company from time to time.

ii) Fixed remuneration of Rs. 3,75,000/- per month with such annual increments, revisions and performance-linked components as may be approved by the Board/NRC from time to time within statutory limits.

iii) the Profit based Commission: NIL

iv) the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

The above remuneration, together with perquisites and other benefits, shall be within the overall limits prescribed under Sections 197 and 198 of the Companies Act, 2013 where the Company has adequate profits.

**It is further clarified that:**

(a) In any financial year during the tenure of Mr. Aditya Praneet Bhandari, where the Company has adequate profits as computed under Section 198 of the Companies Act, 2013, the remuneration payable shall be governed by and restricted to the limits prescribed under Sections 197 and 198 of the Act.

(b) In any financial year during the tenure of Mr. Aditya Praneet Bhandari, where the Company has no profits or inadequate profits, the remuneration payable shall be governed by the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, and shall be payable as minimum remuneration subject to compliance with applicable limits, conditions and approvals, if any.

The Company has received necessary declarations and confirmations from Mr. Aditya Praneet Bhandari, including consent to act as Director, declaration under Section 164 of the Act confirming that he is not disqualified from being appointed as a Director, and confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or other authority in terms of applicable SEBI circulars. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for re-appointment as Whole-time Director.

The terms of re-appointment and remuneration set out herein shall be treated as the memorandum of terms and conditions of appointment in accordance with Section 190 of the Companies Act, 2013.

Mr. Aditya Praneet Bhandari holds NIL equity shares of the Company and does not have any relationship with any other Director, Key Managerial Personnel or Promoters of the Company except to the extent of his directorship and employment with the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Aditya Praneet Bhandari himself, are in any way concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members of the Company.

**By Order of the Board**
**Sd/-**
**CS PREETI PACHERIWALA**
**COMPANY SECRETARY**
**(ICSI Membership No. FCS-7502)**

**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 May, 2026**