



Date: May 30, 2024

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Scrip Code: 534741 ISIN: INE247C01023

Subject: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

In pursuance to the applicable clauses of Regulation 24A of SEBI Obligations and Disclosure (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD-I/27/2019 dated 08.02.2019, please find enclosed herewith Secretarial Compliance Report issued by M/s Apoorv & Associates, Company Secretary in Practice for the financial year ended March 31, 2024.

Kindly take the information on your records.

Thanking You,

Yours faithfully,

For Virtual Global Education Limited

SHIVANI
JINDAL

Digitally signed by
SHIVANI JINDAL
Date: 2024.05.30 10:44:13
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**Shivani Jindal
Company Secretary & Compliance Officer**

Encl: a/a



**SECRETARIAL COMPLIANCE REPORT OF VIRTUAL GLOBAL EDUCATION
LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

**[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015]**

To
The Board of Directors
VIRTUAL GLOBAL EDUCATION LIMITED
812, Aggarwal Cyber Plaza-1, Netaji Subhash Place,
Pitampura, Shakur Pur I Block, North West Delhi,
Delhi, Delhi, India, 110034

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VIRTUAL GLOBAL EDUCATION LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 812, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, Shakur Pur I Block, North West Delhi, Delhi, India, 110034. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We Apoorv & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the year ended on March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and



(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations 2015") and amendments from time to time

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not applicable to the Company during the review period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable; *(Not applicable to the Company during the review period)*

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the Company during the review period)*

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Regulations 33 of SEBI (LODR) Regulations, 2015		Company has not submitted consolidated financial results of Quarter 1 (April to June) for FY 2023-24		Non submission of consolidated Financial Results	Company has a subsidiary but the listed entity has submitted only standalone results of Quarter 1 (April to June) for FY 2023-24 to the exchange		Company is in non-compliance of Regulations 33 of SEBI (LODR) Regulations, 2015	From June 2023 onwards management has been submitted consolidated results	
2	Regulations 17 of SEBI (LODR) Regulations, 2015 read with Section 149 of companies Act, 2013		Independent Directors in the Board have not applied online to the institute for inclusion of his name in the data bank		Appointment of Independent Directors.	Mr. Rahul Misra, Mr. Kanhaiya Tripathi and Ms. Anubha Chauchan, independent directors in the company have not applied to the institute for inclusion of their name in the data bank, hence stand ineligible to be appointed as such in the office of independent directors of the company.		Company is in non-compliance of Regulations 17 of SEBI (LODR) Regulations, 2015 read with Section 149 of companies Act, 2013	The company will be taking the necessary steps to comply the above non-compliance either appointing new director or through getting these directors registered	



3	Regulation 6 of SEBI (LODR) Regulations, 2015		Company Secretary was not appointed within 3 months		Appointment of Company Secretary	Mr. Sonu Ghosh Company Secretary and Compliance officer of the Company has resigned from the post of Company Secretary and Compliance Officer w.e.f 05/01/2023 But new Company Secretary Ms Shivani Jindal appointed as Company Secretary and Compliance Officer w.e.f 25.08.2023	64900	Company is in non-compliance of Regulations 6 of SEBI (LODR) Regulations, 2015 read with Section 203 of companies Act, 2013	Company have made the waiver application for the same and now company is fully compliant with this regulation.
4	Regulation 23(9) of SEBI (LODR) Regulations, 2015		Company has not submitted Related Party Transactions disclosure with in time limit		Delayed submission of Disclosure of Related Party Transactions	Company have to submit Related Party Disclosure under Regulation 23(9) till 25.05.2023 but company has submitted the disclosure on 07/06/2023. company has delayed 13 days for submitting the disclosure	60000	Company is in non-compliance of Regulations 23(9) of SEBI (LODR) Regulations, 2015	Company have made the waiver application for the same.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the practicing company secretary in the previous report)(PCS)	Observations made in the secretarial compliance report for the year ended 31/03/2023	Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the action taken by the listed entity
1	CFO of the company was not appointed within 6 month of Resignation	The CFO of the company has resigned with effect from 16.09.2022. But till date no CFO was appointed yet.	Regulations 30 of SEBI (LODR) Regulations, 2015	Company is in non compliance of Section 203 of the Companies Act, 2013 and Regulations 30 of SEBI (LODR) Regulations, 2015	Company has appointed CFO in compliance of SEBI (LODR) Regulations , 2015 and Companies Act, 2013	
2	Independent Directors appointed in the board has not passed self-assessment test as conducted by the Indian Institute of Corporate Affairs (IICA)	Mr. Rahul Misra, Mr. Kanhaiya Tripathi and Ms. Anubha Chauhan, Independent Directors appointed in the board has not passed self-assessment test as conducted by the Indian Institute of Corporate Affairs (IICA). Hence stands ineligible to be appointed as such in the office of independent directors in any company	Regulations 17 of SEBI (LODR)Regulations, 2015 read with Section 149 of companies Act, 2013	Company is in non-compliance of Regulations 17 of SEBI (LODR) Regulations, 2015 read with Section 149 of companies Act, 2013		The appointment of Independent directors in company is not as per law.

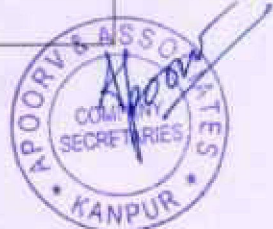
We have examined the compliance of above regulations, circulars, guidelines issued hereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:



Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	YES	
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	YES	
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The listed entity is maintaining a functional website. 	YES	
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website. 	YES	
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	YES	
4	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	YES	We have examined the DIR-8 submitted by all the Director(s) of the Company.
5	Details related to subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies.	NA	
	Disclosure requirement of material as well as other subsidiaries.	NA	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	YES	



7	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8	Related Party Transactions: The listed entity has obtained prior approval of audit committee for all related party transactions;	N/A	During the year under review there is no Related Party Transactions
	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee	N/A	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11	Actions taken by SEBI or Stock Exchange(s), if any: <ul style="list-style-type: none"> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) 	YES	BSE Ltd has levied SOP fine on the Company of Rs. 17,79,000/- till date and Company has sent waiver request letter to BSE on September 13, 2023
	<ul style="list-style-type: none"> The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. 	N/A	No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N/A	



13	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	YES	
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify, based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the Company up to the date of this Report pertaining to the financial year ended March' 2024.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

Date: 27/05/2024

Place: Delhi

**For Apoorv & Associates
Company Secretaries**

**CS Apoorv Srivastava
Proprietor**

M. No.: F12734, C.P. No.: 21063

Unique Code Number S2018UP633000

Peer Review Certificate No: 4064/2023

UDIN: F012734F000456584