



WEXL EDU LIMITED
(Formerly known as Wexl Edu Private Limited)
CIN: U80904TG2020PLC142487
Registered Office: 201, Second Floor, Plot No.72, SY No.
403 (New120), Journalist Colony - A, Jubilee Hills,
Hyderabad-500033, Telangana, India

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 1st of 2025-2026 of Extra Ordinary General Meeting ('EOGM') of the Members of WEXL EDU LIMITED (Formerly known as Wexl Edu Private Limited) is scheduled to be held on Friday, 30th day of January, 2026 at 10:00 A.M. (I.S.T) at the Registered Office of the Company situated at 201, Second Floor, Plot No. 72, SY No. 403 (New120) Journalist Colony-A, Jubilee Hills, Shaikpet, Hyderabad-500033, Telangana, India, to transact the following business(es):

SPECIAL BUSINESS:

ITEM NO. 1

ISSUE AND OFFER OF 7,03,128 FULLY PAID EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and all applicable provisions of the Companies Act, 2013 (the "Companies Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, by the Ministry of Corporate Affairs, Reserve Bank of India, from time to time to the extent applicable and the enabling provisions of the Articles of Association of the Company, consent of the members of the Company is hereby accorded to the Board to issue and offer up to 7,03,128 (Seven Lakhs Three Thousand One Hundred and Twenty Eight) Equity shares of the Company having a face value of Rs. 5/- (Rupees Five only) at a premium of Rs. 27/- (Rupees Twenty-Seven only) i.e., at an Issue Price of Rs. 32/- (Rupees Thirty-Two only) ("**Issue Price**") per share, aggregating to Rs. 2,25,00,096/- (Rupees Two Crores Twenty-Five Lakhs Ninety-Six Only) for cash and consideration other than cash to the Proposed Investor (details given in the table below) on a preferential issue basis, on one or more calls and in one or more tranches and on such terms and conditions as may be decided by the Board of Directors:

Sr. No.	Name of the Propose Allottee	No. of Shares proposed to be issued and offered	Total amount of Issue (Rs. 5/- (including premium of Rs. 27/-)
1.	ABHISHEK	31,250	10,00,000
2.	ATUL CHINTAMAN MANDAWA	15,625	5,00,000
3.	NITIN RAO	3,12,500	1,00,00,000
4.	RAVI CHALLA	15,625	5,00,000

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5.	ANUPATI REKHA REDDY	93,750	30,00,000
6.	SHALINI PRIYADARSHI	15,625	5,00,000
7.	SHYAMA SUNDAR SONTI	78,128	25,00,096
8.	TUSHAR SUDHAKAR KHERDE	62,500	20,00,000
9.	VUNDAVALLI VENKAT RAM	31,250	10,00,000
10.	KONERU VENU GOPAL	46,875	15,00,000
Total		7,03,128	2,25,00,096

“RESOLVED FURTHER THAT the Issue Price of Equity shares was determined in accordance with the valuation report of the Registered Valuer obtained from a Registered valuer pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, as on the Relevant Date.”

“RESOLVED FURTHER THAT the monies received or to be received by the Company from the Proposed Investor as consideration for the allotment of Equity shares shall be kept by the Company in a separate bank account opened for this purpose.”

“RESOLVED FURTHER THAT the Equity shares being issued and offered to the Proposed Investor on a preferential issue basis shall inter-alia be subject to the following terms and conditions as prescribed under applicable laws:

- I. The consideration for allotment of the above Equity shares shall be paid to the Company from the bank account of the Proposed Investor.
- II. The Equity shares so issued and offered shall not exceed the number of shares as approved hereinabove.
- III. The shares allotted to the Proposed Investor shall rank pari-passu inter-se with the existing Equity shares of the Company in all respects (including with respect to dividend and voting Rights; and
- IV. The share application money pending allotment, if any shall be adjusted against the present offer of shares for consideration other than cash, the amount remitted by the investor lying in the separate bank account and the same will be utilized only after allotment being made in compliance with Section 42 and 62 (1) (c) of the Companies Act, 2013.
- V. Without prejudice to the generality of the above, the issue of the Equity shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and other applicable laws for the time being, approval of the members of the Company is hereby accorded to

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the Board of the Company to record the name of the Proposed Investor for the issue of Equity shares in form PAS-5 and circulate the Offer Letter in Form No. PAS-4 together with an application form, serially numbered and addressed to the Proposed Investor for inviting them to subscribe to the Equity shares, the Offer Letter is tabled at the Meeting and duly initiated by the Chairman for the purpose of identification, subsequent to the filing of this resolution with the Registrar of Companies."

"RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned Equity shares and to vary, modify, or alter any of the terms and conditions, including the size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company, and the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to this resolution, including providing a Certified True Copy of this resolution to the concerned person(s) and to resolve and settle any questions and difficulties that may arise in the proposed issue and offer of the shares, utilization of issue proceeds, as may be required."

ITEM NO. 2**ALTERATION OF MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013, read with rules made there under, including any statutory modification[s] or re-enactment thereof for time being in force, subject to the approval of Ministry of Corporate Affairs, and any other appropriate regulatory/ statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, consent of the Members of the Company be and is hereby accorded to insert new clause III A (4) after the existing clause III A (3) of the Memorandum of Association of the Company."

4. To carry on the business of Information Technology and IT-enabled services, including but not limited to designing, developing, programming, testing, implementing, customizing, installing, upgrading, maintaining, supporting, marketing, licensing, leasing and providing software, applications, platforms, systems and solutions of all kinds, whether on-premise, cloud-based, web-based or otherwise and to provide IT consultancy, technology advisory and digital transformation services, including system study, analysis, architecture design, implementation, integration, migration, automation, data analytics, artificial intelligence, machine learning, blockchain, internet

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of things (IoT), cyber security and related technology services and to carry on the business of software development and services, including enterprise software, mobile applications, websites, portals, e-commerce platforms, fintech solutions, edtech solutions, healthtech solutions and other domain-specific software products and services and to provide IT-enabled services (ITES) such as data processing, data management, data warehousing, business process outsourcing (BPO), knowledge process outsourcing (KPO), call centre services, customer support services, technical support services, back-office operations and shared services and to undertake system integration and infrastructure services, including supply, installation, configuration, management and maintenance of hardware, networks, servers, storage systems, databases, communication systems and related technology infrastructure and to provide cloud computing and managed services, including hosting, virtualization, software-as-a-service (SaaS), platform-as-a-service (PaaS), infrastructure-as-a-service (IaaS), managed IT services, remote monitoring and technology support services and to develop, acquire, own, license, sell, transfer, assign and deal in intellectual property rights, including software, source code, algorithms, patents, copyrights, trademarks, designs, know-how and proprietary technologies relating to information technology and allied fields and to carry on business in India or abroad, either independently or in collaboration with individuals, firms, companies, government bodies or other entities, in connection with the aforesaid objects or any activities incidental or ancillary thereto."

"RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things which are necessary to give effect to the above resolutions."

ITEM NO. 3**TO ALTER ARTICLES OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 14, 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be required, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company by inserting the following new Article 66 (iii) in the Articles of Association of the Company, as herein given below:

Article 66 (iii)– Retirement of Non-Executive Directors by Rotation

"Notwithstanding anything contained in these Articles or in any agreement or appointment letter, all Non-Executive Directors of the Company, excluding Independent Directors, Nominee Directors appointed by the Bank or financial Institution shall be liable to retire by rotation at every Annual



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General Meeting of the Company, and shall be eligible for re-appointment in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder."

"RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things which are necessary to give effect to the above resolutions."

ITEM NO. 4

TO REGULARISE THE APPOINTMENT OF MR. RADHA KRISHNA MURTHY NAISHADHAM (DIN: 08543184) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV of the Companies Act, 2013 including such other modification[s] or re-enactment thereof for time being in force, upon recommendation by the Board of Directors, Mr. Radha Krishna Murthy Naishadham (DIN: 08543184) who was appointed as Additional Non Executive Independent Director of the Company with effect from 05.11.2025, pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 consecutive years with effect from 05.11.2025 to 04.11.2030 not liable to retire by rotation, on such terms and conditions as may be decided by the Board of Directors of the Company."

"RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things which are necessary to give effect to the above resolutions."

ITEM NO. 5

TO REGULARISE THE APPOINTMENT OF MR. RAVINDRANATHA REDDY BANDI (DIN: 07459489) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

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

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“RESOLVED THAT pursuant to the provisions of Sections 149 **150**, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV of the Companies Act, 2013 including such other modification[s] or re-enactment thereof for time being in force, upon recommendation by the Board of Directors, Mr. Ravindranatha Reddy Bandi (DIN: 07459489) who was appointed as Additional Non Executive Independent Director of the Company with effect from 05.01.2026, pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 consecutive years with effect from 05.01.2026 to 04.01.2031 not liable to retire by rotation, on such terms and conditions as may be decided by the Board of Directors of the Company.”

"RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things which are necessary to give effect to the above resolutions.”

By the Order of the Board of Directors

WEXL EDU LIMITED

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LINGA NAVEEN KUMAR

MANAGING DIRECTOR & CEO

DIN: 02155054

Date: 05.01.2026

Place: Hyderabad

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NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") in respect of the Special Business(es) setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
2. Pursuant to Section 105 of the Companies Act, 2013 ("Act") read with Rule 19 of the Companies (Management and Administration) Rules, 2014, Members are requested to note that a person can act as a proxy on behalf of the Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or Member. Proxies submitted on behalf of body corporate as Members of the Company must be supported by an appropriate resolution/authority/power of attorney, as applicable.
3. Members/proxies should bring duly attendance slips sent herewith to attend the meeting.
4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company from 10:00 AM (IST) to 5:00 PM (IST) on all working days, up to and including the date of the EOGM of the Company and are also available at the weblink: <https://www.wexledu.com/>.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the EOGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the EOGM.
7. In the case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is CIL Securities Limited having their office at 214, Raghav Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500001, Telangana, India. (Unit: Wexl Edu Limited).
9. Corporate Member(s) intending to send their authorized representative(s) to attend the EOGM are requested to send a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the EOGM, pursuant to Section 113 of the Act.
10. The route map giving directions to the venue of the meeting along with the prominent landmark and attendance slip is annexed to the Notice as per the requirement of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("ICSI").



EXPLANATORY STATEMENT

As required under Section 102(1) of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider the above Items in the Notice

ITEM NO. 1:

As the Company is on a growth path an additional investment in the Company will further help in the evolution and expansion of its business. An Equity infusion will also strengthen the Company's balance sheet, and the proceeds will be utilized to enhance working capital requirements and for other general corporate purposes. The Board has explored various options and has proposed to raise funds by way of issue and offer of up to 7,03,128 Equity shares of Rs. 05/- (Five Rupees) at a premium of Rs.27/- (Rupees Twenty-Seven only) i.e., at an Issue Price of Rs.32/- (Rupees Thirty-Two only) per share aggregating to Rs. 2,25,00,096/- (Rupees Two Crores Twenty-Five Lakhs Ninety-Six Only).

Disclosures as required under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are set forth below:

(a). PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING OF BOARD RESOLUTION:

Issue and offer of 7,03,128 (Seven Lakhs Three Thousand One Hundred and Twenty-Eight) Equity shares of the Company having a face value of Rs. 5/- (Rupees Five only) at a premium of Rs. 27/- (Rupees Twenty-Seven only) i.e., at an Issue Price of Rs. 32/- (Rupees Thirty-Two only) ("Issue Price") per share, aggregating to Rs. 2,25,00,096/- (Rupees Two Crores Twenty-Five Lakhs Ninety-Six Only).

Date of Board meeting: 05th January, 2026

(b). KIND OF SECURITIES OFFERED:

Equity shares.

(c). OBJECTS/PURPOSE OF THE ISSUE AND OFFER:

The proceeds of this issue will be utilized to strengthen the financial position, enhance working capital requirements, and other general corporate purposes in order to meet the Company's growth objectives.

(d). THE TOTAL NUMBER OF SHARES OR OTHER SECURITIES TO BE ISSUED:

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The resolution set out in the accompanying notice authorizes the Board to issue and offer up to of 7,03,128 (Seven Lakhs Three Thousand One Hundred and Twenty-Eight) Equity shares Equity Shares on one or more tranches on a preferential issue basis.

(e). PRICE / PRICE BAND AT / WITHIN WHICH THE ALLOTMENT IS PROPOSED:

Rs. 5/- (Five Rupees) at a premium of Rs.27/- (Rupees Twenty-Seven only) i.e., at an Issue Price of Rs.32/- (Rupees Thirty-Two only)

(f). AMOUNT WHICH THE COMPANY INTEND TO RAISE BY WAY OF SUCH SECURITIES:

Rs. 2,25,00,096/- (Rupees Two Crores Twenty-Five Lakhs Ninety-Six Only).

(g). THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE:

The Preferential Issue of Equity Shares is proposed to be made to the investors who are other than Promoter of the Company.

(h). BASIS OR JUSTIFICATION ON WHICH THE PRICE HAS BEEN ARRIVED ALONG WITH THE REPORT OF THE REGISTERED VALUER:

The price has been arrived based on the Valuation Report issued by the Registered Valuer. The report of the registered valuer will be placed before the meeting and is available for inspection at the registered office of the company during business hour upto the date of EGM.

(i). INTENTION OF PROMOTERS, AND DIRECTORS TO SUBSCRIBE TO THE OFFER / CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS:

No promoters and Directors of the Company has intention to subscriber to the present offer.

(j). PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED / PROPOSED TIME SCHEDULE:

As required under the 42 and 62(1)(c) of the Companies Act, 2013 read with the Rules made thereunder, the allotment on a preferential basis shall be completed within a period of twelve months from the date of passing of the special resolution either on calls or on tranches.

(k). NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION:

Mr. Mahesh Khandelwal, Registered Valuer (Registration No. IBBI/RV/06/2020/13392 having an office at C 304, BM Shreya Homes, Manikonda, Hyderabad – 500089, Telangana.

(l). RELEVANT DATE WITH REFERENCE TO WHICH THE PRICE HAS BEEN ARRIVED AT:



The relevant date 31st October, 2025 was considered for the purpose of arriving at the fair market value of equity shares of the company

(m). THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH THE VALUATION REPORT OF THE REGISTERED VALUER:

The present offer is made to the investors for cash to investor who will remit the share application money during the offer period and the offer is also made to the investor who has already remitted the share application money in separate bank account of the Company and the share application money pending allotment shall be adjusted against the present offer of shares for consideration other than cash, the amount remitted by the investor is lying in the separate bank account and the same will be utilized only after allotment being made in compliance with Section 42 and 62 (1) (c) of the Companies Act, 2013.

(n). MATERIAL TERMS OF RAISING SUCH SECURITIES:

The Equity shares so allotted shall rank pari-passu with the then-existing Equity shares of the Company and as such there is no material terms for raising funds in the present issue.

(o). PRINCIPAL TERMS OF ASSETS CHARGED AS SECURITIES:

Not Applicable

(p). THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON A PREFERENTIAL BASIS HAS ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF THE NUMBER OF SECURITIES AS WELL AS PRICE.

During the financial year 2025-26, the company has not issued any shares or securities under the preferential allotment basis.

(q). THE NAMES OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST-PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM:

Sr. No.	Name of the proposed Allottees	Number of shares proposed to be held post preferential allotment	Percentage post preferential offer capital that may be held
1.	ABHISHEK	31,250	0.07%
2	ATUL CHINTAMAN MANDAWA	15,625	0.03%
3	NITIN RAO	3,12,500	0.69%
4	RAVI CHALLA	15,625	0.03%
5	ANUPATI REKHA REDDY	93,750	0.21%
6	SHALINI PRIYADARSHI	15,625	0.03%
7	SHYAMA SUNDAR SONTI	78,128	0.17%
8	TUSHAR SUDHAKAR KHERDE	62,500	0.14%



9	VUNDAVALLI VENKAT RAM	31,250	0.07%
10	KONERU VENU GOPAL	46,875	0.10%

(r). THE PRE-ISSUE AND POST-ISSUE SHAREHOLDING PATTERN OF THE COMPANY IN THE FOLLOWING FORMAT:

Sr. No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' holding				
1	Indian				
	Individual	1,87,18,678	42.28	1,87,18,678	41.62
	Bodies corporate				
	Others (Partnership Firm)	-	-	-	-
	Sub-total	1,87,18,678	42.28	1,87,18,678	41.62
2	Foreign promoters	-	-	-	-
	sub-total (A)	-	-	-	-
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private Corporate Bodies	77,18,879	17.44	77,18,879	17.16
	Directors and relatives	59,10,012	13.35	59,10,012	13.14
	Indian public	1,02,08,351	23.06	1,02,08,351	22.70
	others (including NRIs)	17,12,843	3.87	24,15,971	5.38
	Sub-total (B)	2,55,50,085	57.72	2,62,53,213	58.38
	Total (A) + (B)	4,42,68,763	100.00	4,49,71,891	100.00

(s). THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

There will not be any change in management or control of the Company consequent to this issue.

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In accordance with the provisions of Sections 42, and 62 (1) (c) of the Act read with applicable rules thereto, approval of the Members for the issue and offer of the said Equity shares is being sought by way of a Special Resolution as set out in the notice. The Board, accordingly recommends passing of the resolution as set out in item No. 1 of this notice, for your approval.

The valuation report and other documents as referred in the Notice / Explanatory Statement shall be open for inspection for members at the Registered Office of the Company from 10:00 AM (IST) to 5:00 PM (IST) on all working days, up to and including the date of the EOGM of the Company.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing the said resolution(s), save and except to the extent of their respective interest as members of the Company, in the resolution set out in Item No. 1 of the Notice.

ITEM NO. 2

The Company proposes to expand and diversify its business activities by including Information Technology (IT) and related services as part of its Main Objects.

In order to enable the Company to carry on the business of software development, IT solutions, IT-enabled services, digital transformation, data processing, cloud services, cybersecurity, consultancy, system integration, technical support, and allied activities, it is necessary to alter the Main Objects Clause of the Memorandum of Association ("MOA") of the Company.

Pursuant to the provisions of Section 4(1)(c), Section 13 and other applicable provisions of the Companies Act, 2013, approval of the Members by way of Special Resolution is required for alteration of the Main Objects Clause of the MOA.

The Board of Directors of the Company, at its meeting held on 05.01.2026 has approved the proposal for alteration of the Main Objects Clause of the Memorandum of Association of the Company, subject to the approval of the Members.

The proposed alteration will enable the Company to:

1. Undertake IT and IT-enabled services as a principal line of business;
2. Explore new business opportunities in the technology and digital services sector;
3. Improve operational efficiency and business scalability; and
4. Achieve long-term growth and value creation for stakeholders.

A copy of the proposed altered Memorandum of Association of the Company is available for inspection by the Members at the registered office of the Company during normal business hours.



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The Board recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

It is to bring to the notice of members that the company being a Public limited company, the provision of Section 152 (6) of the Companies Act, 2013 read with relevant rules made thereunder with respect to retirement of Directors by rotation shall become applicable to the company.

As per the provisions of Section 152(6) of the Companies Act, 2013, unless the Articles of Association provide otherwise, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement by rotation. Further, Section 149 (13) provides that Independent Directors shall not be liable to retire by rotation unless the Articles of the Company provide otherwise.

In order to strengthen the principles of good corporate governance, transparency, accountability and periodic review of the composition of the Board, the Board of Directors of the Company, at its meeting held on 05.01.2026, considered and approved the proposal to amend the Articles of Association of the Company so as to expressly provide that all Non-Executive Directors, (excluding Independent Directors, Nominee Director appointed by Bank and Financial Institution), shall be liable to retire by rotation at every Annual General Meeting and, if eligible, may be re-appointed by the Members.

Accordingly, it is proposed to amend the Articles of Association of the Company by inserting/substituting a clause to this effect, as set out in the Special Resolution contained in the accompanying Notice. The proposed amendment requires the approval of the Members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

A copy of the proposed altered Articles of Association of the Company is available for inspection by the Members at the registered office of the Company during normal business hours.

The Board of Directors recommends the Special Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective directorships in the Company.

**WEXL EDU LIMITED***(Formerly known as Wexl Edu Private Limited)***CIN: U80904TG2020PLC142487****Registered Office: 201, Second Floor, Plot No.72, SY No.
403 (New120), Journalist Colony - A, Jubilee Hills,
Hyderabad-500033, Telangana, India****ITEM NO. 4 & 5**

The Board of Directors, at its meeting held on 05.11.2025 had appointed Mr. Radha Krishna Murthy Naishadham (DIN: 08543184) as an Additional Director (Non-Executive Independent Director) of the Company and Mr. Ravindranatha Reddy Bandi (DIN: 07459489) was appointed as an Additional Director (Non-Executive Independent Director) of the Company on 05.01.2026 pursuant to the provisions of Section 149, 152 and 161(1) of the Companies Act, 2013.

Consequent upon the conversion of the Company into a public limited company and in order to comply with the provisions of Section 149 of the Companies Act, 2013 and the corporate governance requirements applicable to the Company, it is proposed to regularise the appointment of Mr. Radha Krishna Murthy Naishadham and Mr. Ravindranatha Reddy Bandi as a Non-Executive Independent Director of the Company.

Proposed Directors has:

- Given his consent to act as a Director in Form DIR-2;
- Furnished a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013;
- Confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- Registered his name in the Independent Directors' Data Bank, as required under the Companies Act, 2013;
- Submitted a declaration of compliance with Schedule IV of the Companies Act, 2013.

Further, Board is of the opinion that Mr. Radha Krishna Murthy Naishadham and Mr. Ravindranatha Reddy Bandi possesses appropriate skills, experience and knowledge and that his continued association would be beneficial to the Company.

It is proposed to regularize the appointment of Mr. Radha Krishna Murthy Naishadham and Mr. Ravindranatha Reddy Bandi as a Non-Executive Independent Director of the Company for a term of 5 consecutive years with effect the date of their appointment not liable to retire by rotation.

Pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the regularization of appointment of Mr. Radha Krishna Murthy Naishadham and Mr. Ravindranatha Reddy Bandi as a Non-Executive Independent Director requires approval of the members of the Company by way of an Ordinary Resolution in a General Meeting.

The Board recommends the Ordinary Resolution set out in the accompanying Notice item no. 4 & 5 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective directorships in the Company.



WEXL EDU LIMITED

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Hyderabad-500033, Telangana, India

By the Order of the Board of Directors

WEXL EDU LIMITED

Formerly Known as Wexl Edu Private Limited

LINGA NAVEEN KUMAR

MANAGING DIRECTOR & CEO

DIN: 02155054

Date: 05.01.2026

Place: Hyderabad



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FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN	:	U80904TG2020PLC142487
Name of the Company	:	WEXL EDU PRIVATE LIMITED
Registered office	:	201, Second Floor, Plot No. 72, SY No. 403 (New 120) Journalist Colony-A, Jubilee Hills, Shaikpet, Hyderabad, Telangana, India-500033.

Name of the member(s)	:	
Corporate address	:	
E-mail Id	:	
Folio No /Client ID	:	

I / We, being the member(s) of _____ Shares of the above named company, hereby appoint

1.	Name	:	
	Address	:	
	Email ID	:	
	Signature	:	
2.	Name	:	
	Address	:	
	Email ID	:	
	Signature	:	
3.	Name	:	
	Address	:	
	Email ID	:	
	Signature	:	

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Members of Wexl Edu Limited (formerly known as Wexl Edu Private Limited) will be held on Friday, 30th day of January, 2026 at 10:00 A.M. (I.S.T) at its Registered Office situated at 201, Second Floor, Plot No. 72, SY No. 403 (New 120) Journalist Colony-A, Jubilee Hills, Shaikpet, Hyderabad, Telangana, India-500033 and at any adjournment thereof in respect of such resolutions as are indicated below:

**WEXL EDU LIMITED***(Formerly known as Wexl Edu Private Limited)*

CIN: U80904TG2020PLC142487

Registered Office: 201, Second Floor, Plot No.72, SY No.

403 (New120), Journalist Colony - A, Jubilee Hills,

Hyderabad-500033, Telangana, India

Resolutions	Vote For	Vote Against	Abstain From Voting
1. Issue and offer of 7,03,128 fully paid equity shares on a preferential issue basis			
2. Alteration of main objects clause of the Memorandum of Association of the company			
3. Alteration of Articles of Association of the Company			
4. To regularise the appointment of Mr. Radha Krishna Murthy Naishadham (DIN: 08543184) as a Non-Executive Independent Director on the Board of the Company.			
5. To regularise the appointment of Mr. Ravindranatha Reddy Bandi (DIN: 07459489) as a Non-Executive Independent Director on the Board of the Company			

Signed this _____ day of _____ 2026

Signature of Shareholder_____

Signature of Proxy holder(s) _____

Affix 15
paise
revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.



WEXL EDU LIMITED
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Hyderabad-500033, Telangana, India

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Name of the Company : WEXL EDU PRIVATE LIMITED

Venue of the Meeting : 201, Second Floor, Plot No. 72, SY No. 403 (New 120) Journalist Colony-A, Jubilee Hills, Shaikpet, Hyderabad, Telangana, India-500033.

Date and Time : Friday, 30th January, 2026 at 10.00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name and Address of Shareholder (In Block Letters)	
Name and Address of the Proxy (In Block Letters)	
Reg. Folio No./Client ID DP ID	
No. of Shares	

I hereby record my presence at the Extra Ordinary General Meeting of the shareholders of the Wexl Edu Limited (Formerly known as Wexl Edu Private Limited) held on Friday, 30th day of January, 2026 at 10:00 A.M. (I.S.T) at the registered office of the Company situated at 201, Second Floor, Plot No. 72, SY No. 403 (New 120) Journalist Colony-A, Jubilee Hills, Shaikpet, Hyderabad, Telangana, India-500033.

Signature of the Shareholder



WEXL EDU LIMITED

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CIN: U80904TG2020PLC142487

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403 (New120), Journalist Colony - A, Jubilee Hills,

Hyderabad-500033, Telangana, India

ROUTE MAP FOR VENUE OF EXTRA ORDINARY GENERAL MEETING

