



28th July, 2018

To,
The Chairman of 07th Annual General Meeting of the members of **GLOBAL EDUCATION LIMITED** held on Friday, the 27th day of July, 2018 at 14.30 Hrs. at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India.

Sub: Consolidated Report of Scrutinizer on remote e-voting and voting through physical ballot (Form No. MGT-12) conducted pursuant to the provisions of Section 108 and 109 respectively, of the Companies Act, 2013 read with Rule 20 and Rule 21 respectively, of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015

I, Yogesh Kanojiya, Practicing Chartered Accountant, Nagpur having ICAI Membership No. 143126 have been appointed by the Board of Directors of Global Education Limited ("the Company") vide resolution passed at its 74th meeting held on Monday, the 28th May, 2018 as a Scrutinizer for the 07th Annual General Meeting of the members (equity shareholders) of the Company to be held on Friday, 27th July, 2018 at 14.30 Hrs. at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India for the purpose of scrutinizing the remote e-voting and physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and physical ballot voting carried out pursuant to the provisions of Section 108 and 109 respectively of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 respectively of the Companies (Management and Administration) Rules, 2014 as amended from time to time, in all the resolution/s referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to remote e-voting and physical ballot voting on all the resolution/s contained in the Notice of 07th Annual General Meeting.

My responsibility as a Scrutinizer for the remote e-voting and physical ballot voting process is restricted to make a Scrutinizer's report of the votes casted "in favour", "against" or "invalid / abstain / by interested parties" for all the resolutions contained in the Notice of 07th Annual General Meeting.

The Seventh (07th) Annual General Meeting Notice dated 28th May, 2018 along with statement setting out material facts under Section 102 of the Act were sent to all the Shareholders in respect of all the ordinary/special resolution/s to be placed at the Seventh (07th) Annual General Meeting of the members of the Company to be held on Friday, the 27th July 2018 at Mumbai.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for providing remote e-voting to the Shareholders of the Company to enable them to cast their vote electronically.

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The Company had also provided voting facility through Physical Ballot (Form No. MGT-12) to the shareholders present at the 07th Annual General Meeting and who had not casted their vote earlier through remote e-voting facility.

The cut-off date for dispatch of the Notice of the 07th Annual General Meeting was Friday, 29th June, 2018 and as on that date, there were 310 Members in the Company. The Service providers had sent the notices of the 07th Annual General Meeting and E-voting details by e-mail to 222 Members whose Email id were made available by the Depositories. Further, the Company has also sent the physical Annual Report for the Financial Year 2017-2018 through Courier to all the shareholders. However, this excludes those cases which are disputed and have been held in abeyance.

The Annual Reports sent (both through email & physically) contained the detailed procedure to be followed by the members who were casting their votes electronically as provided in Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time.

The shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, 20th July, 2018 were entitled to vote on the resolutions as contained in the Notice of the 07th Annual General Meeting.

The Company completed the dispatch of the Annual Report to the Members on 04th July, 2018.

The voting period for remote e-voting commenced on Tuesday, the 24th July 2018 at 10:00 Hrs. and ends on Thursday, the 26th July 2018 at 17:00 Hrs. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the 07th Annual General Meeting, the ballot box kept for the purpose of casting of votes was unlocked and the votes casted were counted by me as Scrutinizer and thereafter I unblocked the votes cast under remote e-voting facility in the presence of Mr. Darshit Rupda and Ms. Twinkle Gadhiya who acted as witnesses and who were not in the employment of the Company, as prescribed under sub rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time. The report on voting done at the meeting was generated in my presence and the voting process was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

I now submit my consolidated Report in Form MGT-13 as under on the result of the remote e-voting and voting at the meeting in respect of the resolutions mentioned in the notice of 07th Annual General Meeting issued by the Company.



Form No. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109(5) of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015]

I, Yogesh Kanojiya, Practicing Chartered Accountant, Nagpur having ICAI Membership No. 143126 appointed as Scrutinizer for the purpose of the poll taken on all the resolution/s at the 07th Annual General Meeting of the members (equity shareholder/s) of the Company held on Friday, 27th July, 2018 at 14.30 Hrs. at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India, submit my report as under:

- a. After the time fixed for closing of the poll by the Chairman, an empty ballot box kept for polling was locked in our presence with due identification mark placed by me.
- b. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- c. I did not find any poll paper/s incomplete or defective so as to treat it as invalid.
- d. The result of the Poll is as under:

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS INCLUDING ANNEXURE THEREOF:

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No. of Members	No. of Votes & %	No. of Members	No. of Votes & %	
Remote E-Voting	18,11,000	15	18,11,000 (100%)	0	0	0
Voting at AGM	8000	02	8000 (100%)	0	0	0
Total	18,19,000	17	18,19,000 (100%)	0	0	0

Total Members abstained from voting: Nil

Total Shares held by Members who have abstained from voting: Nil



Resolution 2: Ordinary Resolution

CONFIRMATION OF THE INTERIM DIVIDEND DECLARED / PAID AND DECLARATION OF FINAL DIVIDEND @ 25% (RS.2.50/-) (RUPEE TWO AND PAISE FIFTY ONLY) PER EQUITY SHARE FOR THE FINANCIAL YEAR 2017-18:

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No. of Members	No. of Votes & %	No. of Members	No. of Votes & %	
Remote E-Voting	18,11,000	15	18,11,000 (100%)	0	0	0
Voting at AGM	8000	02	8000 (100%)	0	0	0
Total	18,19,000	17	18,19,000 (100%)	0	0	0

Total Members abstained from voting: Nil

Total Shares held by Members who have abstained from voting: Nil

Resolution 3: Ordinary Resolution

APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI ADITYA BHANDARI (DIN: 07637316), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No. of Members	No. of Votes & %	No. of Members	No. of Votes & %	
Remote E-Voting	18,11,000	14	18,10,982 (99.99%)	0	0	0
Voting at AGM	8000	2	8000 (100%)	0	0	0
Total	18,19,000	16	18,18,982 (99.99%)	0	0	0

Total Members abstained from voting: 1

Total Shares held by Members who have abstained from voting: 18

SPECIAL BUSINESS:**Resolution 4: Ordinary Resolution:**

RE-APPOINTMENT OF MESSRS. S. S. KOTHARI MEHTA & CO., (FIRM REGISTRATION NO. 000756N), CHARTERED ACCOUNTANTS, NEW DELHI AS THE STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM OF TWO (2) YEARS, TO HOLD OFFICE OF THE STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-2019 AND 2019-2020 :

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No. of Members	No. of Votes & %	No. of Members	No. of Votes & %	
Remote E-Voting	18,11,000	15	18,11,000 (100%)	0	0	0
Voting at AGM	8000	02	8000 (100%)	0	0	0
Total	18,19,000	17	18,19,000 (100%)	0	0	0

Total Members abstained from voting: Nil

Total Shares held by Members who have abstained from voting: Nil



Resolution 5: Ordinary Resolution**APPOINTMENT OF MR. GURURAJ KARAJAGI (DIN: 01330419) AS A DIRECTOR (CATEGORY : NON - EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY:**

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No. of Members	No. of Votes & %	No. of Members	No. of Votes & %	
Remote E-Voting	18,11,000	15	18,11,000 (100%)	00	0	0
Voting at AGM	8000	02	8000 (100%)	00	0	0
Total	18,19,000	17	18,19,000 (100%)	00	0	0

Total Members abstained from voting: Nil

Total Shares held by Members who have abstained from voting: Nil

Resolution 6: Special Resolution**RE- APPOINTMENT OF MS. MALLIKA BAJAJ (DIN: 06382457) AS A DIRECTOR (CATEGORY : NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY FOR A SECOND TERM:**

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No. of Members	No. of Votes & %	No. of Members	No. of Votes & %	
Remote E-Voting	18,11,000	15	18,11,000 (100%)	00	0	0
Voting at AGM	8000	02	8000 (100%)	00	0	0
Total	18,19,000	17	18,19,000 (100%)	00	0	0

Total Members abstained from voting: Nil

Total Shares held by Members who have abstained from voting: Nil

- e. The poll paper/s and all other relevant records were sealed and handed over to the Director / Company Secretary authorized by the Board of Directors for safe keeping by the Company.

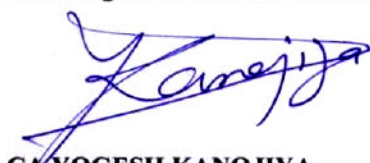
You may accordingly declare the result of voting by remote e-voting and physical ballot process.

Signed and issued on 28th July, 2018 at Nagpur

For Y. N. KANOJIYA & CO

Chartered Accountants

Firm Registration No.: 144428W



CA YOGESH KANOJIYA

Scrutinizer

(ICAI Membership No. 143126)

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