



05th August, 2019

To,

The Chairman of Eight (8th) Annual General Meeting of the members of GLOBAL EDUCATION LIMITED held on Saturday, the 3rd August, 2019 at 02.30 PM. 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 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) conducted at the Eight (8th) Annual General Meeting of GLOBAL EDUCATION LIMITED held on Saturday, the 03rd August, 2019 at 02.30 PM at Mumbai.

Dear Sirs,

We, Y. N. Kanojiya & CO. Chartered Accountant (FRN. 144428W), Nagpur ("the Scrutinizer"), have been appointed by the Board of Directors of Global Education Limited ("Company") vide its Resolution passed at their Meeting No 2 of FY 2019-2020 held on Wednesday, the 29th May, 2019 as a Scrutinizer for the Eight (08th) Annual General Meeting of the Shareholders of the Company to be held on Saturday, the 03rd August, 2019 at 02.30 PM at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India for the purpose of scrutinizing the e-voting and physical poll(ballot) voting process in a fair and transparent manner and ascertaining requisite majority on e-voting as well as physical ballot voting carried out pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) on all the resolutions referred to in this report.

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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 Eight (08th) Annual General Meeting.

Our 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 Eight (08th) Annual General Meeting and on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited, the authorized agency to provide the e-voting facilities engaged by the Company and the physical poll (ballot) forms submitted by the Members present (in person or by proxy) at the Eight (08th) Annual General Meeting of the Company.

The Eight (08th) AGM Notice dated 29th May, 2019 of the Company along with statement setting out material facts under Section 102 of the Act were sent to the 276 Shareholders as per the BENPOS of Friday, 28th June, 2019 in respect of the below mentioned resolutions to be placed at the Eight (08th) AGM of the Members of the Company to be held on Saturday, the 3rd August, 2019 at 02.30 PM at Mumbai..

The Eight (08th) AGM Notice was sent through e-mail to 210 Members (after eliminating bounced back emails) whose Email id were made appearing in the Register of Members and who had provided email id for receipt of such documents in electronic mode. Further, the Company has also sent the physical Annual Report for the Financial Year 2018-2019 through Courier to all the shareholders on 09th July, 2019 . However, this excludes those cases which are disputed and have been held in abeyance. The Company completed the dispatch of the Annual Report to the Members on 09th July, 2019.

The Company has also published a Notice on Thursday, the 11th July, 2019 in " The Financial Express" in English Language and in "Aaple Mahanagar" in Marathi Language mentioning about the Eight (08th) AGM and also specifying therein the matters prescribed in the Rules including with regard to voting through electronic means (remote e - voting system).

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The Eight (08th) AGM Notice:-

- mentioned that business may be transacted through electronic means (remote e-voting system)
- indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from Wednesday, the 31st July 2019 at 10:00 Hrs. and ends on Friday, the 02nd August, 2019 at 17:00 Hrs during which period the Members of the Company as of Cut-off (Record) Date may cast their votes through electronic means (remote e-voting system)
- the CDSL provided the login id and also password or facility for generating password to enable casting of the vote by electronic means (remote e-voting system)

The Company has also provided the voting by physical poll (ballot) paper to the Members of the Company who do not have access to the remote e-voting facility. The shareholders of the Company holding shares as on the "cut-off" date i.e. Saturday, 27th July, 2019 were entitled to vote on the resolutions as contained in the Notice of the Eight (08th) Annual General Meeting of the Company..

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 voting period for remote e-voting commenced on Wednesday, the 31st July 2019 at 10:00 Hrs. and ends on Friday, the 02nd August, 2019 at 17:00 Hrs and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting period at the Eight (08th) 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. Nilesh Dhole and Mr. Hansraj Fullare 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 and based on such reports generated, scrutinized and reviewed by us.

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In addition to voting by electronic means (remote e-voting) at the Eight (08th) AGM of the Company, the blank ballot papers in prescribed Form No MGT -12 were distributed to the Equity Shareholders present (in person or proxy) at the Eight (08th) AGM of the Company and who have not opted for voting by electronic means (remote e-voting) facility provided by the Company through Central Depository Services (India) Limited (CDSL), the authorized agency to provide the e-voting facilities engaged by the Company.

On commencement of time fixed for the physical poll (ballot) voting by the Chairman, an empty ballot box kept for physical poll (ballot) voting was lock in our presence with due identification mark placed by us. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company or Registrar and Share Transfer Agent of the Company. Accordingly the physical poll (ballot) papers so submitted by the Members (in person) were duly scrutinized and reviewed by us, with their shareholding as on Cut- off Date who voted "In favour" "against" or "invalid/abstain/by interested parties" for each of the Resolutions that were put to vote.

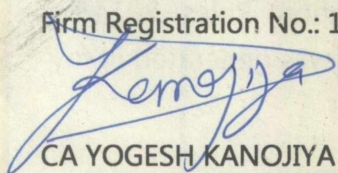
Based on aforesaid, We submit our Consolidated Scrutinizer's report on the result of the voting by electronic means (remote e-voting) and voting by physical poll (ballot) forms at the Eight (08th) AGM of the Members of the Company is attached as an Annexure which forms part and parcel of this report.

Signed and Issued on Monday, 05th August 2019 at Nagpur

For Y. N. KANOJIYA & CO

Chartered Accountants

Firm Registration No.: 144428W


CA YOGESH KANOJIYA

Scrutinizer

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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]

We, Y. N. Kanojiya & Co. Chartered Accountant (FRN. 144428W), Nagpur appointed as Scrutinizer for the purpose of the poll taken on all the resolution/s at the Eight (08th) Annual General Meeting of the members (equity shareholder/s) of the Company held on Saturday, the 3rd August, 2019 at 02.30 PM at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India, submit my report as under:

- 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.
- 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.
- I did not find any poll paper/s incomplete or defective so as to treat it as invalid.
- The result of the Poll (Physical ballot) along with the e – Voting (Consolidated Report) is as under:

ORDINARY BUSINESS:

RESOLUTION 1:

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 CONSISTING OF BALANCE SHEET AS AT 31ST MARCH, 2019, STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019 AND CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE NOTES ON FINANCIAL STATEMENTS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS INCLUDING ANNEXURE THEREOF: ORDINARY RESOLUTION

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Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstain
		No. of Members	No. of Votes cast & % of total valid no of votes	No. of Members	No. of Votes cast & % of total Valid votes	
Remote E-Voting	18,03,928	07	18,03,928 (100%)	0	0	0
Promoter & promoter Group	17,99,928	03	17,99,928 (100%)	0	0	0
Public	4,000	04	4000 (100%)	0	0	0
Total e - Voting (a)	18,03,928	07	18,03,928 (100%)	0	0	0
Physical Poll (Voting at AGM)	12,036	06	12,036 (100%)	0	0	0
Promoter & promoter Group	0	0	0	0	0	0
Public	12,036	06	12,036 (100%)	0	0	0
Total Physical Poll (b)	12,036	06	12,036 (100%)	0	0	0
Grand Total (a+b)	18,15,964	13	18,15,964 (100%)	0	0	0

Total Members abstained from voting: Nil

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

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RESOLUTION 2:

CONFIRMATION OF THE INTERIM DIVIDEND DECLARED / PAID AND DECLARATION OF FINAL DIVIDEND @ 15% I.E. RS.1.50/- (RUPEE ONE AND PAISE FIFTY ONLY) PER EQUITY SHARE FOR THE FINANCIAL YEAR 2018-19 : ORDINARY RESOLUTION

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstain
		No. of Members	No. of Votes cast & % of total valid no of votes	No. of Members	No. of Votes cast & % of total Valid votes	
Remote E-Voting	18,03,928	07	18,03,928 (100%)	0	0	0
Promoter & promoter Group	17,99,928	03	17,99,928 (100%)	0	0	0
Public	4000	04	4000 (100%)	0	0	0
Total e - Voting (a)	18,03,928	07	18,03,928 (100%)	0	0	0
Physical Poll (Voting at AGM)	12,036	06	12,036 (100%)	0	0	0
Promoter & promoter Group	0	0	0	0	0	0
Public	12,036	06	12,036 (100%)	0	0	0
Total Physical Poll (b)	12,036	06	12,036 (100%)	0	0	0
Grand Total (a+b)	18,15,964	13	18,15,964 (100%)	0	0	0

Total Members abstained from voting: Nil

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

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RESOLUTION 3:

APPOINTMENT OF A DIRECTOR IN PLACE OF MR. GURURAJ KARAJAGI (DIN: 01330419), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:
ORDINARY RESOLUTION

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstain
		No. of Members	No. of Votes cast & % of total valid no of votes	No. of Members	No. of Votes cast & % of total Valid votes	
Remote E-Voting	18,03,928	07	18,03,928 (100%)	0	0	0
Promoter & promoter Group	17,99,928	03	17,99,928 (100%)	0	0	0
Public	4000	04	4000 (100%)	0	0	0
Total e - Voting (a)	18,03,928	07	18,03,928 (100%)	0	0	0
Physical Poll (Voting at AGM)	12,036	06	12,036 (100%)	0	0	0
Promoter & promoter Group	0	0	0	0	0	0
Public	12,036	06	12,036 (100%)	0	0	0
Total Physical Poll (b)	12,036	06	12,036 (100%)	0	0	0
Grand Total (a+b)	18,15,964	13	18,15,964 (100%)	0	0	0

Total Members abstained from voting:

Total Shares held by Members who have abstained from voting:

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SPECIAL BUSINESS:

RESOLUTION 4:

APPOINTMENT OF MS. SHUNALI NAGARKATTI (DIN: 08414855) AS A DIRECTOR (CATEGORY : NON - EXECUTIVE, INDEPENDENT) OF THE COMPANY FOR A TERM OF ONE (1) YEAR EFFECTIVE FROM EIGHT (8TH) ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2018-2019 UP TO THE CONCLUSION OF NINTH (9TH) ANNUAL GENERAL MEETING TO BE HELD FOR THE FINANCIAL YEAR 2019-2020: ORDINARY RESOLUTION:

Manner of voting	Total votes	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstain
		No. of Members	No. of Votes cast & % of total valid no of votes	No. of Members	No. of Votes cast & % of total Valid votes	
Remote E-Voting	18,03,928	07	18,03,928 (100%)	0	0	0
Promoter & promoter Group	17,99,928	03	17,99,928 (100%)	0	0	0
Public	4000	04	4000 (100%)	0	0	0
Total e - Voting (a)	18,03,928	07	18,03,928 (100%)	0	0	0
Physical Poll (Voting at AGM)	12,036	06	12,036 (100%)	0	0	0
Promoter & promoter Group	0	0	0	0	0	0
Public	12,036	06	12,036 (100%)	0	0	0
Total Physical Poll (b)	12,036	06	12,036 (100%)	0	0	0
Grand Total (a+b)	18,15,964	13	18,15,964 (100%)	0	0	0

Total Members abstained from voting: Nil

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

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The poll paper/s and all other relevant papers records relating to voting through electronic means (remote e-voting) and voting through physical poll (ballot) shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the Eight (08th) AGM and the same are handed over to the Director / Company Secretary authorized by the Board of Directors for safe keeping by the Company.

You may declare the consolidated result of voting by electronic means (remote e-voting system) and voting through physical ballot accordingly.

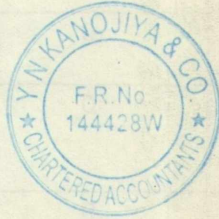
Signed and Issued on 05th August at Nagpur

For Y. N. KANOJIYA & CO

Chartered Accountants

Firm Registration No.: 144428W

CA YOGESH KANOJIYA



Scrutinizer

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