

NOTICE

NOTICE is hereby given that the Ninth (09th) Annual General Meeting of the Members of the Company – **GLOBAL EDUCATION LIMITED** (CIN : L80301 MH 2011 PLC 219291) will be held on **Tuesday, the 29th September, 2020 at 11.30 A. M** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2020 consisting of Balance Sheet as at 31st March, 2020, Statement of Profit and Loss for the year ended 31st March, 2020 and Cash Flow Statement for the year ended 31st March, 2020 together with the Notes to financial statements and the reports of the Board of Directors and Auditors 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 ended 31st March, 2020 consisting of Balance Sheet as at 31st March, 2020, Statement of Profit and Loss for the year ended 31st March, 2020 and Cash Flow Statement for the year ended 31st March, 2020 together with the Notes on financial statements and the reports of the Board of Directors and Auditors 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 @ 15% i.e. Rs.1.50/- (Rupee One and Paise Fifty Only) per Equity Share for the financial year 2019-2020 and in this regard, pass the following resolution as an Ordinary Resolution

"RESOLVED THAT an interim dividend @ 25% i.e. Rs.2.50/- (Rupee Two and Paise Fifty Only) per Equity Share each in the Equity Share capital of the Company declared by the Board of Directors of the Company at its meeting held on 13th November, 2019, be and is hereby approved and confirmed."

"FURTHER RESOLVED THAT a final dividend @ 15% i.e. Rs.1.50/- (Rupee One and Paise Fifty Only) per Equity Share in the Equity Share capital of the Company for the financial year 2019-2020, 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), 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), who retires by rotation at this meeting and being eligible offered 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 approve the appointment of M/s. Patel Shah & Joshi., Chartered Accountants Mumbai as the Statutory Auditors of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Patel Shah & Joshi., Chartered Accountants Mumbai (ICAI Firm Registration No. 107768W) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring statutory auditors M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N), for a term of Five (5) years to hold the office of the Statutory Auditors of the Company for the financial year 2019-2020 to 2024-2025, on such terms and conditions including payment of remuneration as may be mutually agreed upon between the said Statutory Auditors and the Audit Committee / Board of Directors of the Company."

5. To approve the appointment of Ms. Shunali Nagarkatti (DIN: 08414855) as a Director (Category : Non - Executive, Independent) of the Company for a second fixed term and in this regard, pass the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), Ms. Shunali Nagarkatti (DIN: 08414855), Director (Category - Non-executive, Independent) of the Company, who has confirmed and submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for a second fixed term of Five (05) years ie from the conclusion of Ninth (09th) Annual General Meeting for the financial year 2019-2020 up to the conclusion of Fourteenth (14th) Annual General Meeting to be held for the financial year 2024-2025.

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

6. To approve the appointment of Mr. Vijay Singh Bapna (DIN: 02599024) as a Director (Category : Non-Executive Independent) of the Company for a second fixed term and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), Mr. Vijay Singh Bapna (DIN: 02599024), Director (Category - Non-executive, Independent) of the Company, who has confirmed and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for a second fixed term of Four(04) years ie from the conclusion of Ninth (09th) Annual General Meeting for the financial year 2019-2020 up to the conclusion of Thirteenth (13th) Annual General Meeting to be held for the financial year 2023-2024.

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

7. Increase in the Authorised Share Capital and consequent amendments to CLAUSE V of the Memorandum of Association of the Company and in this regard, pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force], the consent and approval of the Members of the Company be and is hereby granted for an increase in the Authorised Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crore) divided into 49,50,000 (Forty Nine Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each and 5,00,000 (Five lakh) Redeemable non-cumulative non-convertible non-participating preference shares of Rs. 1/- each to ` Rs.12,00,00,000/- (Rupees Twelve Crore) divided into 1,19,50,000 (One Crore Nineteen Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each, and 5,00,000 (Five lakh) Redeemable non-cumulative non-convertible non-participating preference shares of Rs. 1/- each ranking pari-passu in all respects with that class of existing Equity Shares of the Company.

FURTHER RESOLVED THAT Clause V of the Memorandum of Association of the Company be substituted with the followings:-
V. The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crore) divided into 1,19,50,000 (One Crore Nineteen Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each, and 5,00,000 (Five lakh) Redeemable non-cumulative non-convertible non-participating preference shares of Rs. 1/- each, with rights, privileges and conditions attached thereof as per

the relevant provisions contained in this behalf in the Articles of Association of the Company and with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes, being those specified in the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors and/or any Committee thereof, of the Company, be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

By Order of the Board of Directors

CS PREETI PACHERIWALA

COMPANY SECRETARY

(ICSI Membership No. FCS7502)

Place: Nagpur

Date: 05th September, 2020

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") 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 Act, SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since the ensuing Ninth (09th) AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the scrutinizer by email through its registered email address at yogesh.kanojiya485@gmail.com with a copy marked at the company's email address investorinfo@globaledu.net.in.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 4 to 7 of the Notice of the Annual General Meeting (AGM) is annexed hereto. The relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.globaledu.net.in and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of Depository Participant i.e. Central Depository Services (India) Limited (CDSIL) i.e. www.evotingindia.com
6. Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants, with whom they are maintaining their Demat accounts.
7. The Company has engaged the services of Central Depository Services (India) Limited (CDSIL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013. Since the ensuing Ninth (09th) AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members through electronic mode upto the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to investorinfo@globaledu.net.in.
10. **Dividend:**
- (i) The Board of Directors has recommended for consideration of the Members a final dividend @ 15% i.e. Rs.1.50/- (Rupee One and Paise Fifty Only) per Equity Share for the financial year 2019-2020.

(ii) The Company has fixed Friday, September 18, 2020 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM. The final dividend, once approved by the members in the ensuing AGM will be paid on and from October 05th, 2020, 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.

(iii) The Register of Members and Share Transfer books of the Company will remain closed from Saturday, the 19th day of September, 2020 to Tuesday, the 29th day of September, 2020 (both days inclusive) and Dividend, if declared, will be payable on or after 05th October, 2020 to those members whose names are registered as such in the Register of Members of the Company as on Friday, September 18, 2020 and to the Beneficiary holders as per the beneficiary list as on Friday, September 18, 2020 provided by the NSDL and CDSL.

(iv) Taxability on Payment of Dividend to Shareholders:

Shareholders may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the following documents in accordance with the provisions of the IT Act.

a) For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN	7.5% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-2021 does not exceed Rs.5,000 and also in cases where shareholders provide Form 15G /Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Registered shareholders may also submit any other document as prescribed under the IT Act 1961, to claim a lower / Nil withholding tax. PAN is mandatory for shareholders providing Form 15G/ Form 15H or any other document as mentioned above.

(b) For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate ("TRC") for the FY 2020-2021 obtained from the revenue authorities of the country of tax residence,
- Duly attested by member Self-declaration in Form 10F,
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty and
- Self-declaration of beneficial ownership by the non-resident shareholder,
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be emailed to our RTA, Bigshare Services Private Limited by quoting your Folio number / DP id / Client id, number of shares and PAN details at its email address joyv@bigshareonline.com on or before October 04th, 2020 6:00 PM IST in order to enable the Company to determine and deduct appropriate TDS / withholding tax. No communication regarding the tax withholding matters would be entertained after October 04th, 2020 6:00 PM IST. The Company shall arrange to email a soft copy of the TDS certificate to you at your registered email address in due course.

c) Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, Bigshare Services Private Limited, Address 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059.

d) Shareholders may note that in case the tax on the said final dividend is deducted at a higher rate in absence of receipt or insufficiency of the aforementioned details / documents from you, an option is available to you to file the return of income as per Income tax Act 1961 and claim appropriate refund, if eligible.

Disclaimer: This Communication is not to be treated as a tax advice from the Company or its affiliates or RTA. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

6. E-VOTING:

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 22nd September, 2020 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd September, 2020, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.

Instructions for attending the e-AGM and e-voting are as follows:

a) Voting through Electronic means

(i) 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.

(ii) The remote e-voting period begins on 26th September, 2020 at 9:00 A.M. IST and ends on 28th September, 2020 at 5:00 P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, 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 during the AGM.

(iii) 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.

iv) 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.

(v) The details of the process and manner for remote e-voting are explained herein below:

(A) REMOTE E-VOTING THROUGH ELECTRONIC MEANS

1) The instructions for shareholders for remote e-voting are as under

(I) The remote e-voting period begins on 26th September, 2020 at 9.00 am and ends on 28th September, 2020 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. 22nd September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.

(iii) Shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Enter their User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and click on "Login".

(vii) Shareholders holding shares in dematerialised form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.

(viii) First time users may follow the steps given below:

Details	For Shareholders holding shares in Dematerialised Form or Physical Form
PAN	- Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field
DOB	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 10(iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen.

However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat shareholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for GLOBAL EDUCATION LIMITED.

(xiii) On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.

(xiv) Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.

(xv) After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.

(xvi) Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.

(xvii) They can also print details of the votes cast by clicking on "Click here to print" option on the Voting Page

(xviii) If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

2) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice

i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at investorinfo@globaledu.net.in or investor@bigshareonline.com respectively.

ii) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at investorinfo@globaledu.net.in or investor@bigshareonline.com respectively.

iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

(B) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.

2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.

5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.

7. Members who need assistance before or during the AGM, or 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 1800225533.

8. 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 1800225533

(C) INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.

4. Shareholders 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.

(D) INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- III. After receiving the login details a “Compliance User” should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- IV. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- V. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- VI. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz investorinfo@globaledu.net.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to investor@bigshareonline.com.
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 22nd September 2020 may obtain the login ID and password by sending an email to or investor@bigshareonline.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Y. N. Kanojiya & CO. Chartered Accountants (FRN. 144428W) Nagpur; has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner. investorinfo@globaledu.net.in
- V. . 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 before September 22st, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VI. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.globaledu.net.in and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.

ANNEXURE TO ITEM NO. 3, 5 & 6

Details of the directors seeking appointment/re-appointment in the 09th Annual General Meeting, as set out in item nos. 3, 5 and 6 of this Notice, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings.

Name Of The Director	ADITYA PRANEET BHANDARI	SHUNALI NAGARKATTI	VIJAY SINGH BAPNA
Director Identification Number	07637316	08414855	02599024
Date of Birth	12/10/1990	01/06/1974	28/08/1948
Date of Appointment as Director	17/08/2017 Designated as Whole Time Director (Executive Director)	18/04/2019	24/10/2016
Nationality	Indian	Indian	Indian
Qualifications	M.Sc in International Management Accountant	B.Com, Chartered Accountant	Chartered Accountant
Brief Profile	Mr. Aditya Bhandari, aged about 29 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 a, alumni 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.	Ms. Shunali Nagarkatti is an Independent and Non Executive Director. She is a Fellow member of Institute of Chartered Accountants Of India. A doyen in the field of academics ; Ms. Shunali Nagarkatti has over two decades of experience in the field of finance specifically Mergers &Acquisitions. She worked in different capacities at Global level as Lead Advisory team having specialization in Mergers &Acquisitions, strategic / financial private equity placements and capital markets advisory services .	Mr. Vijay Bapna is an independent Director, a Chartered Accountant, with over 48 years of industry leadership experience in Accounting & Finance, Taxation, Corporate and Advisory services with companies like Aditya Birla Group (Thailand), Essar, Ispat Industries, Reliance Petroleum Limited, Balco (Vedanta Group), Indorama Group (Thailand) and Welspun Group. He was the CEO of some of the renowned companies such as Ispat Industries Limited (now JSW Steel), Welspun Maxsteel Limited, Welspun Steel Limited, Balco, Indorama Petrochem (Thailand). He has significant hands-on operational experience in conducting due diligence, structuring and negotiating transactions. Mr. Bapna is also the proud recipient of Rajiv Gandhi Rashtriya Ekta Award as well as Udyog Ratna Award, Best Professional Manager Award, International Management excellence Award to name a few. On Social front he is presently the International President of Mahavir International a top level non religious Social Service Organisation. He had spent around 18 years of career in Thailand and Canada with a rich experience of holding positions ranging from President, CEO to Whole Time Director. He has envisioned, founded and mentored numerous companies. Presently he is on the board of several Indian Companies.

Expertise in Specific Functional Area	Expertise in Administration & Management	Expertise in Finance/Merger & Amalgamation/Acquisitions	Expertise in Finance, Administration & Management
Number of Shares held in the Company	18 (Eighteen) (0.0000074%)	Nil	Nil
List of the Directorship held in Listed other companies	No, Hence Not Applicable	No, Hence Not Applicable	1. Lagnam Spintex Limited 2. Usha Martin Limited 3. MMP Industries Limited
Chairman/ Member in the committees of Board of other Companies in which he/she is the Director	No, Hence Not Applicable	No, Hence Not Applicable	06
Disclosure of relationship between directors (inter-se)	Not related to any Director, Manager and other Key Managerial Personnel of the Company		

For other details such as the number of meetings of the Board attended during the year, sitting fees drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Report on Corporate Governance which is a part of this Annual Report.

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

ITEM NO. 4:

APPOINTMENT OF M/S. PATEL SHAH & JOSHI., CHARTERED ACCOUNTANTS MUMBAI AS THE STATUTORY AUDITORS OF THE COMPANY: ORDINARY RESOLUTION

The Members of the Company at its Seventh (07th) Annual General Meeting ('AGM') held on Friday, the 27th July 2018 has approved the appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company, for a second term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2018-2019 and 2019-2020, subject to ratification by the Members at every subsequent Annual General Meeting of the Company. As per the provisions of Section 139 of the Companies Act, 2013 no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) second term as auditors of the Company is up to the conclusion of the forthcoming Ninth (09th) Annual General Meeting ('AGM'). Pursuant to the provisions of Section 139 and other applicable provisions, if any, the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the Company is now required to appoint the new Statutory Auditors, amongst those who has subjected himself/herself to the peer review process of the Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 05th September 2020, proposed the appointment of M/s Patel Shah & Joshi., Chartered Accountants Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company for a first term of five (5) years, to hold office of the Statutory Auditors of the Company commencing from the conclusion of this 09th AGM till the conclusion of the 14th AGM of the Company to be held in FY 2024-2025 at ensuing Ninth (09th) Annual General Meeting and recommended the same for further approval of the Board of Directors and/or Members of the Company.

M/s. Patel Shah & Joshi., Chartered Accountants Mumbai (ICAI Firm Registration No. 107768W) has submitted their eligibility cum consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, would be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules, 2014.

Before recommending the appointment of M/s Patel Shah & Joshi., Chartered Accountants Mumbai (ICAI Firm Registration No. 107768W), for a first term of Five (5) Years, the Committee considered various parameters like audit planning, proactive and robust audit approach, quality assurance process, audit experience and market standing of the firm, clientele served, technical knowledge etc., and found M/s Patel Shah & Joshi., Chartered Accountants Mumbai., to be best suited to handle the audit of the financial statements of the Company. The terms of appointment cover statutory audit of standalone financial statements of the Company in accordance with the Companies Act, 2013 including limited review in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 taxation matters and other certification requirements etc..

The Board recommends the Members for their approval, the appointment, including fixation of remuneration of, M/s Patel Shah & Joshi., Chartered Accountants Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company for a fixed term of Five (5) years to hold the office of the Statutory Auditors of the Company for the financial year 2019-2020 to 2024-2025, subject to ratification by the Members at ensuing Annual General Meeting, in terms of provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under, in the best interest of the Company

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 Ordinary Resolution as set out under Item No. 04 of the Notice.

ITEM NO. 5:**Re-APPOINTMENT OF Ms. Shunali Nagarkatti (DIN: 08414855) AS A DIRECTOR (CATEGORY : NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY:SPECIAL RESOLUTION**

Ms. Shunali Nagarkatti (DIN: 08414855) was appointed as an Independent Director on the Board of Directors of the Company in the Eight (08th) Annual General Meeting of the Company held in financial year 2018-2019 to hold office for a period of 1 (One) year effective from Eight (08th) Annual General Meeting for the financial year 2018-2019 up to the conclusion of Ninth (09th) Annual General Meeting to be held for the financial year 2019-2020. Her term expires at the ensuing Ninth (09th) Annual General Meeting of the Company. In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a Special Resolution.

Ms. Shunali Nagarkatti (DIN: 08414855), being eligible and offering herself for re-appointment, is proposed to be appointed as an Independent Director for a second fixed term of 5 (Five) years with effect from the conclusion of Ninth (09th) Annual General Meeting to be held for the financial year 2019-2020. The Company has received a notice in writing from a Shareholder (Member) under Section 160 of the Act proposing the candidature of Ms. Shunali Nagarkatti (DIN: 08414855), for the office of a Director (Category - Non-executive, Independent) of the Company

In the opinion of the Board, Ms. Shunali Nagarkatti (DIN: 08414855), fulfils the conditions specified in the Act and rules made there under for her re-appointment as an Independent Director of the Company and is independent of the management. In the Performance Evaluation conducted for the financial year 2019-2020 the performance of Ms. Shunali Nagarkatti (DIN: 08414855) was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from her relevant specialization and expertise. Details of her attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

Further, Ms. Shunali Nagarkatti (DIN: 08414855), is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 read with the rules made there under, and has given her consent to act as a Director (Category - Non-executive, Independent) of the Company. Moreover, she has submitted the declaration cum certificate of independence confirming that, she individually meets the criteria of independence as provided in Sub-Section (6), (7) and (8) of Section 149 and other applicable provisions of the Companies Act 2013 read with relevant rules made there under, Schedule IV (Code for Independent Directors) to the Companies Act, 2013.

The brief profile of Ms. Shunali Nagarkatti (DIN: 08414855), nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships of Board / Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice.

Disclosure under 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under Institute of Company Secretaries of India (ICSI) Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Except Ms. Shunali Nagarkatti (DIN: 08414855) none of the other 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. 05.

The Board of Directors of your Company recommends the Resolution as set out at Item No. 5 of the Notice in relation to appointment of Ms. Shunali Nagarkatti (DIN: 08414855), as an Independent Director, for the approval by the shareholders of the Company as a Special Resolution at the ensuing Annual General Meeting of the Company.

ITEM NO. 6:**Re-APPOINTMENT OF Mr. Vijay Singh Bapna (DIN: 02599024) AS A DIRECTOR (CATEGORY : NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY:SPECIAL RESOLUTION**

Mr. Vijay Singh Bapna (DIN: 02599024) was appointed as an Independent Director on the Board of Directors of the Company in the Sixth (06th) Annual General Meeting of the Company held in financial year 2016-2017 to hold office for a period of 3 (Three) years effective from Sixth (06th) Annual General Meeting for the financial year 2016-2017 up to the conclusion of Ninth (09th) Annual General Meeting to be held for the financial year 2019-2020. His term expires at the ensuing Ninth (09th) Annual General Meeting of the Company. In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a Special Resolution.

Mr. Vijay Singh Bapna (DIN: 02599024), being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a second fixed term of 04 (Four) years with effect from the conclusion of Ninth (09th) Annual General Meeting to be held for the financial year 2019-2020. The Company has received a notice in writing from a Shareholder (Member) under Section 160 of the Act proposing the candidature of Mr. Vijay Singh Bapna (DIN: 02599024) for the office of a Director (Category - Non-executive, Independent) of the Company.

In the opinion of the Board, Mr. Vijay Singh Bapna (DIN: 02599024), fulfils the conditions specified in the Act and rules made there under for his re-appointment as an Independent Director of the Company and is independent of the management. In the Performance Evaluation conducted for the year 2019-2020 the performance of Mr. Vijay Singh Bapna (DIN: 02599024) was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details of his attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

Further, Mr. Vijay Singh Bapna (DIN: 02599024) is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 read with the rules made there under, and has given his consent to act as a Director (Category - Non-executive, Independent) of the Company. Moreover, he has submitted the declaration cum certificate of independence confirming that, he individually meets the criteria of independence as provided in Sub-Section (6), (7) and (8) of Section 149 and other applicable provisions of the Companies Act 2013 read with relevant rules made there under, Schedule IV (Code for Independent Directors) to the Companies Act, 2013.

The brief profile of Mr. Vijay Singh Bapna (DIN: 02599024), nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships of Board / Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice.

Disclosure under 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under Institute of Company Secretaries of India (ICSI) Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Except Mr. Vijay Singh Bapna (DIN: 02599024) none of the other 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. 06.

The Board of Directors of your Company recommends the Resolution as set out at Item No. 6 of the Notice in relation to appointment of Mr. Vijay Singh Bapna (DIN: 02599024) as an Independent Director, for the approval by the shareholders of the Company as a Special Resolution at the ensuing Annual General Meeting of the Company.

ITEM NO. 7:**INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENTS TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY : SPECIAL RESOLUTION**

The Authorised Share Capital of the Company presently stands at Rs.5,00,00,000/- (Rupees Five Crore) comprising of Equity Share Capital of Rs. 4,95,00,000/- (Rupees Four Crore Ninety Five Lakhs) divided into 49,50,000 (Forty Nine Lakh Fifty Thousand) Equity Shares of Re.10/- (Rupee Ten) each and Preference Share Capital of Rs. 5,00,000 (Rupees Five Lakh) Zero Percent (0%) Non-cumulative, Non-participative Redeemable Preference Shares of Re. 1/- (Rupee One) each

To take care of the future requirements of capital for the business of the Company, the Board of Directors considered it advisable to increase the Authorised Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crore) comprising of Equity Share Capital of Rs. 4,95,00,000/- (Rupees Four Crore Ninety Five Lakhs) divided into 49,50,000 (Forty Nine Lakh Fifty Thousand) Equity Shares of Re.10/- (Rupee Ten) each and Preference Share Capital of Rs. 5,00,000 (Rupees Five Lakh) Zero Percent (0%) Non-cumulative, Non-participative Redeemable Preference Shares of Re. 1/- (Rupee One) each to Rs.12,00,00,000/- (Rupees Twelve Crore) comprising of Equity Share Capital of Rs.11,95,00,000/- (Rupees Eleven Crore Ninety Five Lakhs) divided into 1,19,50,000 (One Crore Nineteen Lakh Fifty Thousand) Equity Shares of Re.10/- (Rupee Ten) each, and Preference Share Capital of Rs. 5,00,000 (Rupees Five Lakh) Zero Percent (0%) Non-cumulative, Non-participative Redeemable Preference Shares of Re. 1/- (Rupee One) each ranking pari-passu in all respects with that class of existing Shares of the Company.

The proposed increase in the Authorised Share Capital of the Company will require the Company to seek an approval of its members for increase of its Authorised Share Capital and consequent modification of the Capital Clause V of Memorandum of Association of the Company to reflect the increase in the Authorised Share Capital of the Company.

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 said Resolution except to the extent of their shareholdings, if any. The Board of Directors of the Company recommends the approval of the said Special Resolution as set out under Item No. 07 of the Notice by the Shareholders (Members) in the best interest of the Company.

By Order of the Board

Place: Nagpur
Date: 05th September, 2020

CS PREETI PACHERIWALA
COMPANY SECRETARY
(ICSI Membership No. FCS7502)