

GLOBAL EDUCATION LIMITED**CORPORATE IDENTIFICATION NUMBER(CIN) - L80301MH2011PLC219291**

Registered Office : Office No. 112, 1st Floor of Building "Panchratna CHSL",
M. P. Marg, Opera House, Girgaon, Mumbai - 400004, Maharashtra - India
Tel No. +91 22 49242584, e-mail id : investorinfo@globaledu.net.in, Website : www.globaledu.net.in

NOTICE OF POSTAL BALLOT**[Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]**

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 ("Listing Regulations") read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs ("General Circulars"), for seeking the approval of the Members of the Company by way of Special Resolution for the businesses set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting").

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolution proposed in this notice setting out the material facts and reasons thereof is annexed hereto for your consideration and approval.

In due consideration of the occurrence of worldwide pandemic of COVID-19 and a measure of lockdown adopted by the Government of India to cope up with the pandemic all services throughout the country are severely got effected like transport services, courier services etc. in view of this the Ministry of Corporate Affairs has issued some directives and General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated 15th June, 2020 and No. 33/2020 dated 28th September, 2020 ("the MCA Circulars"), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically due to irregularity of Courier services. Reference to postal ballot(s) in this notice includes voting through electronic means only.

Please note that in compliance with the provisions of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the Members with the facility of E-voting.

Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting so as to reach the Scrutinizer by not later than the close of working hours at 5.00 p.m. on Friday, November 06, 2020 the last date for the casting of voting through electronic means.

The Board of Directors of the Company has appointed Y. N. Kanojiya & Co., Chartered Accountants (Firm Registration No. 144428W), Nagpur, as Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. Upon completion of the scrutiny of the E-Voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman of the Company or any Person authorized by him. The results of the Postal Ballot/ E-Voting will be declared on or before 08th November, 2020. The date of declaration of Postal Ballot

results will be taken as the date of the passing of the Special Resolution/s contained in this Notice, if approved by the requisite majority.

The result of the Postal Ballot along with Scrutinizer's Report will be posted or uploaded on the Company's Website www.globaledu.net.in and on the Website of CDSL namely www.evotingindia.com and also, will be communicated to the SME Platform of National Stock Exchange of India Limited namely NSE EMERGE, where the Equity Shares of the Company are listed.

SPECIAL BUSINESS:

ITEM NO. 1: To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

CAPITALISATION OF RESERVES AND ISSUE OF BONUS EQUITY SHARES: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable statutory provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) [including any statutory modification/s or re-enactment/s thereof for the time being in force] ("the Rules"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA"), other regulations, circulars, notifications, clarifications, guidelines issued from time to time by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), SME Platform of National Stock Exchange of India Limited ("NSE EMERGE") where the Securities [Equity Shares] of the Company are listed and/or Main Board of National Stock Exchange of India Limited ("NSE") where the Securities [Equity Shares] of the Company are proposed to be listed through migration [NSE EMERGE and NSE, each hereinafter referred to as the "Stock Exchange"] or any other regulatory authority or body and in accordance with enabling provisions contained in Article 61 of the Articles of Association of the Company together with provisions of any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines issued by the various authorities and subject to such consent, approval, permission and sanction, as may be necessary from appropriate authorities, the consent and approval of the Members of the Company be and is hereby granted to authorise the Board of Directors of the Company (hereinafter referred to as "the Board") for capitalization of a sum not exceeding Rs. 7,69,73,000/- (Seven Crore Sixty Nine Lakh Seventy Three Thousand Only) from the Surplus of Profit & Loss and/or General Reserves or any other permitted Reserves & Surplus as per the latest Audited Financial Statements of the Company, for the purpose of issue and allotment of Bonus Equity Shares of Rs.10 (Rupees Ten) each, distributed and credited as fully paid-up Bonus Equity Shares to the holders of the Equity Shares of the Company, whose names appear in the Register of Members

and/or List of Beneficial Owners, provided by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the 'Record Date' to be determined by the Board of Directors ['the Board'], which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution or any Person authorized by the Board], of the Company, in the proportion of Thirty One (31) Bonus Equity Shares of Rs. 10/- (Rs. Ten) each, for every Ten(10) fully paid-up Equity Shares of Rs. 10/- (Rs. Ten) each, held by the Member/s and that the Bonus Equity Shares so distributed shall, for all purposes, be treated as an increase in the Paid-up Share Capital of the Company held by each such Member.

FURTHER RESOLVED THAT the new Equity Shares of Rs. 10/- (Rs. Ten) each, to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to participate in full in any dividend/s and any other corporate actions to be declared after the Bonus Equity Shares are allotted.

FURTHER RESOLVED THAT no letter of allotment shall be issued to the allottees of the new Bonus Equity Shares and the Share Certificate/s in respect of the new Bonus Equity Shares will be issued in the same mode as held on the Record Date and the new Equity Shares will be credited in electronic form to the demat accounts of the Member/s who hold the existing Equity Shares in electronic form, within the period prescribed by law and accordingly, the Company do effect issue, allotment and delivery of the aforesaid 76,97,300 Bonus Equity Shares of Rs.10/- (Rupees Ten Only) each, in the capital of the Company, to the respective Member/s and/or beneficiary (Demat) account of the Member/s of the Company.

FURTHER RESOLVED THAT the issue and allotment of bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FII's) and other foreign investors, be subject to the approval of RBI or any other regulatory authority, if applicable and as may be necessary.

FURTHER RESOLVED THAT no members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.

FURTHER RESOLVED THAT the consent and approval of the Members of the Company be and is hereby granted to authorise the Board of Directors of the Company, to take necessary steps for listing and trading of such Bonus Equity Shares on the Stock Exchange pursuant to all the applicable provisions of SEBI ICDR Regulations, Listing Regulations, and/or any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines and subject to specific approval of Stock Exchange regarding Issue of Bonus Equity Shares of the Company and Migration of Securities [Equity Shares] of the Company from NSE EMERGE to NSE Main Board.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue and allotment of the Bonus Equity Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board of Directors in its discretion thinks fit and proper."

ITEM NO. 2: To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

MIGRATION OF SPECIFIED SECURITIES [EQUITY SHARES] OF THE COMPANY FROM SME EXCHANGE [NSE EMERGE] TO THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED [NSE]: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Regulation 277, 278, 280 and other applicable Regulation/s contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force], and SME Platform of National Stock Exchange of India Limited ("NSE EMERGE") where the Securities [Equity Shares] of the Company are listed and/or Main Board of National Stock Exchange of India Limited ("NSE") where the Securities [Equity Shares] of the Company are proposed to be listed through migration [NSE EMERGE and NSE, each hereinafter referred to as the "Stock Exchange"] together with provisions of any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines issued by the various authorities and subject to such consent, approval, permission and sanction, as may be necessary from appropriate authorities, the consent and approval of the Members of the Company be and is hereby granted to authorise the Board of Directors of the Company (hereinafter referred to as "the Board") ['the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution or any Person authorized by the Board], for migration of specified securities [Equity Shares] of the Company i. e. Listing and Trading for 1,01,80,300 Equity Shares of the Company, from SME Platform of National Stock Exchange of India Limited namely NSE EMERGE to the Main Board of National Stock Exchange of India Limited namely NSE, on account of increase in Paid-up Share Capital of the Company beyond Rs. 10,00,00,000 (Rs. Ten Crore) through issue and allotment of Bonus Equity Shares to the eligible Member/s of the Company.

FURTHER RESOLVED THAT the consent and approval of the Members of the Company be and is hereby granted to authorise the Board of Directors of the Company, to take necessary steps for listing and trading of entire Issued, Subscribed and Paid-up Equity Share Capital of the Company on the Stock Exchange by following such procedures specified under all the applicable provisions of SEBI ICDR Regulations, Listing Regulations, and/or any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines and subject to specific approval of Stock Exchange regarding Issue of Bonus Shares and Migration of Securities [Equity Shares] of the Company from NSE EMERGE to NSE Main Board.

FURTHER RESOLVED THAT the Board of Directors 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."

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 02nd October 2020 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. All the document/s referred to in the accompanying Postal Ballot Notice and Explanatory Statement thereto will be available for inspection electronically by the members without any fee from the date of circulation of this notice to the date of Postal Ballot. Members seeking to inspect such documents can send an email to investorinfo@globaledu.net.in.
4. Pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility. The remote e-voting period commences on Thursday the 08th October 2020 at 09:00 AM [09:00 Hours] and ends on Friday the 06th November 2020 at 05:00 PM [17:00 Hours]. The remote e-voting shall be disabled thereafter.
5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at investor@bigshareonline.com. Member(s) may also intimate the same to the Company by writing an email at investorinfo@globaledu.net.in. The members shall provide the following information in the email—
 - Full Name
 - No of shares held:
 - DP ID & Client ID (if shares are held in demat) and PAN
 - Email id to be registered and Mobile No.:
 - b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to investor@bigshareonline.com or investorinfo@globaledu.net.in.
6. The voting rights shall be reckoned in proportion to a Member's Share of the Paid-up Share Capital of the Company as on the Cut-off (Record) Date i. e. Friday, 02nd October 2020 or Postal Ballot through remote e-voting.

A Member cannot exercise his / her / their vote by Proxy on Postal Ballot. A recipient of Postal Ballot Notice who is not a Member on the Cut-off (Record) Date should treat this Notice for information purpose only.

7. E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 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, the Company is pleased to provide its Members facility to exercise their right to vote at the proceedings of Postal Ballot by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:-

8. The e-voting period begins on Thursday, the 08th October 2020 at 10:00 Hrs. and ends on Friday, the 06th November 2020 at 17:00 Hrs. During this period Shareholders' of the Company, holding Equity Shares in dematerialised (demat) form, as on the cut-off date (record date) of Friday, the 02nd October, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" Tab.
 - (iii) Now Enter your User ID a) For CDSL : 16 digits beneficiary ID b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - (vi) If you are a first time user, then follow the steps given below :

For Members holding shares in Demat Form	
PAN	• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number (refer serial no. printed on the name and address sticker / postal ballot form / mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

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

- viii. Members holding shares in demat form will now reach 'Password Creation'. Password is to be also used by the demat holders 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.
- ix) Click on the EVSN for GLOBAL EDUCATION LIMITED to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - 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.
- xviii) In case you 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.
- xix) The Board of Directors has appointed Y.N. Kanojiya & Co., Chartered Accountants (Firm Registration No. 144428W), Nagpur as Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The Scrutinizer will prepare a Scrutinizer's Report of the total votes cast in favour or against, if any. The Scrutinizer will submit his final Consolidated Report to the Chairman of the Company or any Person authorized by him in writing on or before 08th November 2020 and declare the result of the voting forthwith.
9. The result of the Postal Ballot along with Scrutinizer's Consolidated Report will be posted or uploaded on the Company's Website www.globaledu.net.in and on the Website of CDSL namely www.evotingindia.com and also, will be communicated to the SME Platform of National Stock Exchange of India Limited namely NSE EMERGE, where the Equity Shares of the Company are listed.
10. CS Preeti Pachariwala (ICSI Membership No. FCS-7502) Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal Ballot including e-voting.

**By Order of the Board
For GLOBAL EDUCATION LIMITED**

SD/-
**CS PREETI PACHERIWALA
COMPANY SECRETARY
(ICSI Membership No. FCS-7502)**

**Date: 07.10.2020
Place: Nagpur**

EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 1:

The Company – Global Education Limited previously incorporated as on Global Business School (India) Private Limited as on 30th June 2011 with the Office of the Registrar of Companies, Mumbai in the State of Maharashtra which was subsequently change its name to Global Education Private Limited as on 12th December, 2011. During its journey to the achieving its goals in educational industry the Company had changed its status from private limited company to public limited company as on 15th November, 2016 and registered itself as a GLOBAL EDUCATION LIMITED bearing the Corporate Identification No. (CIN) U80301MH2011PLC219291 and having its registered office at Office No112, 1st Floor of Building Panchratna CHSL, M. P. Marg Opera House Girgaon Mumbai-400004, Maharashtra. Subsequently, the Equity Shares of the Company were listed at the SME Platform of the National Stock Exchange of India Limited ('NSE') Emerge effective 2nd March 2017. As such, the status of the Company was changed from Private to Public Limited Company and subsequently to, the Listed – Public Limited Company.

The Authorised Share Capital of the Company presently stands at 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 Rs.10/- (Rupees Ten) each, and Preference Share Capital of Rs. 5,00,000 (Rupees Five Lakh) divided into 5,00,000 (Five lakh) Redeemable non-cumulative non-convertible non-participating preference shares of Rs. 1/- each.

The Company, through its Initial Public Offering (IPO), has raised a sum of Rs. 1024.50 Lakhs, by issue and allotment of 6,83,000 Lakh Equity Shares of Face Value of Rs. 10/- each, at a Premium of Rs. 140/- per Equity Share, in the Capital of the Company, in terms of Prospectus Dated 22, February, 2017. At that time, the Company got the huge favorable response from the investors and the issue of the Company was oversubscribed by 82 times. After looking at the response from the investors the National Stock Exchange of India Limited had approved the Listing and Trading of 24,83,000 (Twenty Four Lakhs Eighty Three thousand) Equity Shares of Rs. 10 each (Rs. Ten each), of the Company [bearing the Corporate Identification No. (CIN) L80301MH2011PLC219291] on the SME Platform of National Stock Exchange of India Limited namely NSE EMERGE, effective 2nd March, 2017

Keeping in view the prevailing business scenario, future business plans, vision and mission of the Company, and specifically, to reward its Shareholders (Members), who is standing and associated with the Company, assuming responsibilities of true partnership, the Board at its meeting held on Wednesday, 07th October, 2020, considered, approved and recommended, the issue and offer of a Bonus Equity Share in the ratio of 31:10 i.e. Thirty One (31) Bonus Equity Share for every Ten (10) Equity Shares held in the Issued, Subscribed and Paid-up Share Capital of the Company, by the Members as on Record Date to be hereafter fixed by the Board (the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution or any Person authorized by the Board) by capitalizing the surplus of profits or permissible reserves of the Company, subject to requisite approval/s in this regards.

The same is proposed to be utilized in full by issuing at par 76,97,300 new fully paid-up equity shares of Rs. 10/- each as bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.

None of the Director/s, Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the Special Resolution Nos. 1 of this Notice, Except to the extent of Issue and Offer of Bonus Equity Shares against their existing Shareholding, if any, in the Capital of the Company and/or to the extent of the Shareholding of the companies and/or other entities of which they are Directors or Members.

Accordingly, the Board of Directors of the Company recommends the Special Resolution Nos. 1 as proposed and set out in the accompanying Notice for approval of the Shareholders (Members) in the interest of the Company through Postal Ballot through remote e-voting.

ITEM NO. 2:

The Company, through its Initial Public Offering (IPO), has raised a sum of Rs. 2,48,30,000, by issue and allotment of 24,83,000 (Twenty Four Lakhs Eighty Three thousand) Equity Shares of Face Value of Rs. 10/- each, at a Premium of Rs.140/- per Equity Share, in the Capital of the Company, in terms of Prospectus Dated 22, February, 2017, and got approval for Listing and Trading of Equity Shares, of the Company on the SME Platform of National Stock Exchange of India Limited namely NSE EMERGE, effective 2nd March, 2017.

On approval of aforesaid Special Resolution No. 1, the Issued, Subscribed and Paid-up Share Capital of the Company shall stand increased from Rs. 2,48,30,000/- (Rs. Two Crore Forty Eight Lakh Thirty Thousand only) divided into 24,83,000 (Twenty Four Lakhs Eighty Three thousand) Equity Shares of Rs. 10/- (Rs. Ten) each to 10,18,03,000/- (Rs. Ten Crore Eighteen Lakhs Three Thousand Only) divided into 1,01,80,300 (One Crore One Lakh Eighty Thousand Three Hundred) Equity Shares of Rs. 10/- (Rs. Ten) each.

As per the provisions of Regulation 277, 278 and 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 (as amended) the Companies having listed on SME Emerge platform of National Stock Exchange limited for Two years AND having a post issue face value of capital more than Rs.10 Crore but not exceeding Rs. 25 Crore are eligible for migration of its specified securities on the main Board of Stock Exchange.

The Board of Directors believes and of the firm opinion that, the Migration of specified securities (Equity Shares) of the Company, from SME Exchange [NSE EMERGE] to the Main Board [NSE], will provide number of advantage/s to all the Stakeholders including the Shareholders (Members) of the Company and prospective Investors at large, like enhanced liquidity, better realization, enhanced Recognition, brand image and value and increased participation by retail Investors etc.

The Migration of specified securities [Equity Shares] of the Company, from SME Exchange [NSE EMERGE] to the Main Board [NSE], is also subject to approval of the Members, by way of passing a Special Resolution, through Postal Ballot.

None of the Director/s, Key Managerial Personnel or their relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution No. 2 of this Notice, Except to the extent of their existing Shareholding, if any, in the Capital of the Company and/or to the extent of the Shareholding of the companies and/or other entities of which they are Directors or Members.

Accordingly, the Board of Directors of the Company recommends the Special Resolution as proposed and set out in the accompanying Notice for approval of the Public Shareholders (Members) in the interest of the Company

Note: The said Special Resolution shall be acted upon if and only if the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favour of the proposal amount to at least two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the proposal.

**By Order of the Board
For GLOBAL EDUCATION LIMITED**

**SD/-
CS PREETI PACHERIWALA
COMPANY SECRETARY
(ICSI Membership No. FCS-7502)**
*Address: Pachariwala Building, Temple Bazar,
Sitabuldi, Nagpur 440012, Maharashtra, India*

**Date: 07.10.2020
Place: Nagpur**

