

NOTICE is hereby given that the Eight (8th) Annual General Meeting of the Members of the Company – **GLOBAL EDUCATION LIMITED** (CIN : L80301 MH 2011 PLC 219291) will be held on **Saturday, the 3rd August, 2019 at 02.30 PM** at “The Ambassador” Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India to transact the following businesses :

ORDINARY BUSINESS:

1. To consider and adopt the 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 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, 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 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 2018-19 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, 2018, 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 2018-19, as recommended by the Board of Directors be and is hereby declared and approved.”

3. To appoint a Director in place of Mr. Gururaj Karajagi (DIN: 01330419), 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. Gururaj Karajagi (DIN: 01330419), 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 Ms. Shunali Nagarkatti (DIN: 08414855) as a Director (Category : Non - Executive, Independent) of the Company and in this regard, pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Section 149, 150 & 152 and other applicable provisions if any, 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), Additional 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 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 term of One (1) year effective 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.

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."

By Order of the Board of Directors

Place: Nagpur
Date: 29th May, 2019

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

NOTES

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.

A Proxy submitted on behalf of the Company, Trust or Society (Institutional Investors) must be supported by an appropriate Resolution or Authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder. The instrument of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

1. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 4 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.
3. Members of the Company has approved the appointment of M/s. S. S. Kothari Mehta & Co., (Firm Registration No. 000756N), Chartered Accountants, New Delhi, as the Statutory Auditors of the Company which is valid till the conclusion of the Ninth (09th) Annual General Meeting of the Company to be held for the financial year 2019-2020 ending 31st March 2020. In accordance with Companies Amendment Act, 2017, enforced on 07th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Eight (08th) AGM.
4. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the Annual General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Annual General Meeting.
5. **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 2018-19.
 - (ii) The Register of Members and Share Transfer books of the Company will remain closed from Saturday, the 20th day of July, 2019 to Saturday, the 03rd day of August, 2019 (both days inclusive) and Dividend, if declared, will be payable on or after 08th August, 2019 to those members whose names are registered as such in the Register of Members of the Company as on Friday, 19th July, 2019 and to the Beneficiary holders as per the beneficiary list as on 19th July, 2019 provided by the NSDL and CDSL.

(iii) Payment of Dividend through electronic means:

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company or the Registrar & Transfer Agent - Big Share Services Private Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/ Registrar & Transfer Agent - Big Share Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

6. 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 27th July, 2019 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. 27th July, 2019, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.
7. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 08th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to the Registrar & Transfer Agent (RTA). For members who have not registered their email IDs, physical copies of the Annual Report are being sent.
8. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. The Annual Report of the Company would also be made available on the Company's website www.gloaledu.net.in. The support of the Shareholders for the 'Green Initiative' is solicited
9. **Voting through Electronic means:**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide its Shareholders with the facility of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes on the resolutions proposed to be passed at the Annual General Meeting, by electronic means. The Company has engaged the services of CDSL to provide the e-voting facility and the Members may cast their votes on electronic voting system through remote e-voting.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote by remote e-voting prior to the meeting may attend the meeting and their presence shall be counted for the purpose of quorum, but shall not be entitled to cast their vote again at the Annual General Meeting. The Company has appointed Y. N. Kanojiya & CO. Chartered Accountant (FRN. 144428W) Membership. No. 143126 as a Scrutinizer to process the e-voting (including voting through ballot form received from members) at the venue of the Annual General Meeting in a fair and transparent manner. Members holding shares in demat form as on 27th July, 2019, the cut-off date shall only be eligible for e-voting.

The instructions for members for voting electronically are as under:-**I. In case of members receiving e-mail:**

1) The e-voting period begins on Wednesday, the 31st July 2019 at 10:00 Hrs. and ends on Friday, the 02nd August, 2019 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 Saturday, the 27th July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Log on to the e-voting website www.evotingindia.com
- iii) Click on "Shareholders" Tab.
- iv) 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
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) 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.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members 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 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.
- x) Click on the EVSN for GLOBAL EDUCATION LIMITED to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) 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.

II. 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.

III. In case of members receiving the physical copy:

- a) Please follow all steps from Serial No. (i) to Serial No. (xvii) above to cast vote.
 - b) The e-voting period begins on Wednesday, the 31st July 2019 at 10:00 Hrs. and ends on Friday, the 02nd August, 2019 at 17:00 Hrs. During this period Shareholders' of the Company, holding Equity Shares either in dematerialized (demat) form, as on the cut-off date (record date) of Saturday, the 27th July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - c) 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 or Toll-free No. 1800 200 5533.
 - d) CS Preeti Pachariwala (ICSI Membership No. FCS-7502) Company Secretary & Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Eight (08th) Annual General Meeting including e-voting.
 - e) Kindly note that the shareholders should opt only for any one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also. However, in case shareholder cast their vote through e-voting as well as physically, then voting done through e-voting will prevail.
10. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. Friday, 28th June, 2019 shall view the Notice of the 08th AGM on the Company's website or on the website of CDSL. They may also refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com (under help section) or write an e-mail to helpdesk.evoting@cdslindia.com. Such Members may exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 27th July, 2019. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
11. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Annual General Meeting and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the Annual General Meeting, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.globaledu.net.in and on the website of CDSL e-voting www.evotingindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (e – merge SME Platform), where the shares of the Company are listed.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, 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.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company.
13. Members are requested to quote their Folio No. or DP ID-Client ID, as the case may be, in all correspondence with the Company or the RTA.
14. A route map showing direction to reach the venue of the eight (08th) Annual General Meeting is given at the end of this notice as per the requirement of the Secretarial Standard- 2 on "General Meeting".

ANNEXURE TO ITEM NO. 3 & 4

Details of the directors seeking appointment/re-appointment in the 08th Annual General Meeting, as set out in item nos. 3 and 4 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	GURURAJ KARAJAGI	SHUNALI NAGARKATTI
Director Identification Number	01330419	08414855
Date of Birth	24/05/1952	01/06/1974
Date of Appointment as Director	17/08/2017	18/04/2019
Nationality	Indian	Indian
Qualifications	Doctoral degree holder in Chemistry	B.Com, Chartered Accountant
Brief Profile	Dr. Gururaj Karajagi, a doctoral degree holder in Chemistry has published over 22 research papers in International journals. He is a Life Fellow of the electrochemical society of India and has served on the Boards of Management of a few Medical Universities. Dr. Karajagi also served as a member of the State Resource Group (SRG) for the implementation of Total Quality Management (TQM) in the colleges of Karnataka. Dr. Karajagi was the Principal, V. V .S. First Grade College for Women, Bangalore, India for 16 years. He served as the Director of the V.V.S. Academic and Administrative College, founder Principal and Academic Director of the Jain International Residential School, and the founder Director of the International Academy for Creative Teaching. He has also served as a member Syndicate of a few Universities and as a member of the Karnataka Knowledge Commission. He is also the Trustee of the Loka Shikshana Trust, a leading publishing house that brings out a Daily, weekly and Monthly publications. He is a well-known columnist and has completed 1500 columns.	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 .
Expertise in Specific Functional Area	Expertise in Administration & Management	Expertise in Finance/Merger & Amalgamation/Acquisitions
Number of Shares held in the Company	a) Dhammanagi Developers Private Limited b) Ifocus Systec (India) Private Limited c) Edu- Paedia Consultancy Services Private Limited d) Academy For Creative Teaching India Private Limited	No, Hence Not Applicable
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
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 MS. SHUNALI NAGARKATTI (DIN: 08414855) AS A DIRECTOR (CATEGORY - NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY: ORDINARY RESOLUTION:**

The Board of Directors at their meeting held on 18th April 2019, based on the recommendation of Nomination and Remuneration Committee of the Company, has considered and approved, the appointment of Ms. Shunali Nagarkatti (DIN: 08414855), as an Additional Director (Category - Non-executive, Independent) of the Company effective 18th April 2019 to hold the office till the conclusion of ensuing Eight (08th) Annual General Meeting of the Company.

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 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. 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 / Chairperson of Board / Committees, shareholding and relationships between directors is provided in the Annexure and forms part of the Notice.

The Board of Directors at their meeting held on 29th May, 2019, based on the recommendation of Nomination and Remuneration Committee of the Company, has considered, approved and recommended, a proposal to appoint Ms. Shunali Nagarkatti (DIN: 08414855), as a Director (Category - Non-executive, Independent) of the Company, under Section 149, 152 of the Act read with the rules made there under and the provisions of the Listing Regulations, to hold the office of a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for the first term of One (1) years i.e. from the conclusion of 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 ending 31st March 2020.

Except Ms. Shunali Nagarkatti (DIN: 08414855), may be deemed to be interested in the Resolution set out at Item No. 4 of the Notice with regard to his appointment as a Director (Category - Non-executive, Independent) of the Company.

Except Ms. Shunali Nagarkatti (DIN: 08414855), for herself, being the appointee, none of the other Director/s, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in the said Resolution as set out at Item No. 4. The Board of Directors of the Company recommends the Ordinary Resolution for approval of the Shareholders (Members) in the interest of the Company.

By Order of the Board

Place: Nagpur

Date: 29th May, 2019

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



ATTENDANCE SLIP

Eight (08th) Annual General Meeting on Saturday, the 03rd August, 2019 at 02.30 PM

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

NAME & ADDRESS OF THE SHAREHOLDER(S)

DP ID :
Folio No :
Client ID :
No. of Shares :

I/We record my/our presence at the Eight (08th) Annual General Meeting of the Company at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India on Saturday, the 03rd August, 2019 at 02.30 PM.

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

If Shareholder, Please Sign here

If Proxy, Please Sign here

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Note: You are requested to sign and handover this slip at the entrance of the meeting venue.





Form No. MGT-11

Proxy form

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

Name of the Member(s)

Registered Address & E-mail Id

Folio No /Client ID DP ID

No. of Shares

I/We, being the member(s) holding _____ shares of the above named company. Hereby appoint:

Name : E-mail Id:
Address:
Signature , or failing him/her

Name : E-mail Id:
Address:
Signature , or failing him/her

Name : E-mail Id:
Address:
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eight (08th) Annual General Meeting of the Company, to be held at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai – 400020, Maharashtra, India on Saturday the 03rd August, 2019 at 02.30 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

		Vote Optional		
Resolution No	Resolution	For	Against	Abstain
Ordinary Business:				
1	Approval of Audited Financial Statements (Standalone & Consolidated) of the Company including the Balance Sheet as at 31st March 2019, Statement of Profit and Loss and Cash Flow Statement along with the Auditor's Report and the Boards' Report and Annexure's thereof for the financial year ended 31st March 2019.			
2	Confirmation of Interim Dividend declared / paid and Declaration of Final Dividend for the Financial Year 2018-2019			
3	Appointment of a Director in place of Mr. Gururaj Karajagi (DIN: 01330419), Director, who retires by rotation and being eligible, offers himself for re-appointment			
Special Business:				
4	Appointment of Ms. Shunali Nagarkatti (DIN: 08414855) as a Director (Category: Non-executive, Independent) of the Company.			

Signed this _____ day of _____ 20 _____

Signature of Shareholders: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

2019 ANNUAL REPORT

BALLOT FORM

(Pl. read carefully the instructions printed overleaf before completing this form) Serial

Serial No.:

1.	Name(s) of Shareholder(s) (In Block Letters) (Including joint holders, if any)	:	
2.	Registered address of the sole/first named Shareholder		
3.	Registered folio no./DP Id No.*/Client Id No.* (*Applicable to Shareholders holding shares in dematerialized form)		
4.	Number of shares held		
5.	I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed for the business stated in the Notice of the Eight (08th) Annual General Meeting of the Company scheduled on Saturday, the 03rd August, 2019 at 02.30 PM, by conveying my / our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:		

Item No.	Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Ordinary Business:				
1.	Approval of Audited Financial Statements (Standalone & Consolidated) of the Company including the Balance Sheet as at 31st March 2019, Statement of Profit and Loss and Cash Flow Statement along with the Auditor's Report and the Boards' Report and Annexure's thereof for the financial year ended 31st March 2019.			
2.	Confirmation of Interim Dividend declared / paid and Declaration of Final Dividend for the Financial Year 2018-2019.			
3.	Appointment of a Director in place of Mr. Gururaj Karajagi (DIN: 01330419), Director, who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
4.	Appointment of Ms. Shunali Nagarkatti(DIN: 08414855) as a Director (Category: Non-executive, Independent) of the Company.			

Place:

Date :

(Signature of Shareholder)

Note:

Kindly read the instructions printed overleaf before filing the form :-

1. Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the Scrutiniser namely, Y. N. Kanojiya & CO. Chartered Accountant (FRN. 144428W) Membership. No. 143126; Address. P.No. 197, Yeshwant Nagar, Near Budhar Vihar, Nagpur 440 033 or to his e-mail id: yogesh.kanojiya485@gmail.com, so as to reach by 05.00 P.M on 02nd August 2019. Ballot form received thereafter will strictly be treated as if not received.
 2. The Company will not be responsible if the Ballot Form torn, mutilated in any manner.
 3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
 4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
 5. The right of voting by Ballot Form shall not be exercised by a proxy.
 6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of the members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. M/s Bigshare Services Private Limited. Members are requested to keep the same updated.
 7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
 8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
 9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
 10. Instructions for e-voting procedure are available in the Notice of 08th Annual General Meeting of the Company.
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ROUTE MAP

FOR THE VENUE OF 08th ANNUAL GENERAL MEETING OF GLOBAL EDUCATION LIMITED

"THE AMBASSADOR" HOTEL, VEER NARIMAN ROAD, CHURCHGATE,
MUMBAI 400020, MAHARASHTRA, INDIA

