



9th August, 2017

To,
The Chairman
GLOBAL EDUCATION LIMITED

Sub: Consolidated Report of Scrutinizer on remote e-voting and voting through Postal ballot conducted pursuant to the provisions of Section 108 and 110 respectively, of the Companies Act, 2013 read with Rule 20 and Rule 22 respectively, of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015

I, Yogesh Kanojiya, Practicing Chartered Accountant, Nagpur having ICAI Membership No. 143126 have been appointed by the Board of Directors of Global Education Limited ("the Company") vide resolution passed at its 68th meeting held on Friday, the 30th June, 2017 as a Scrutinizer for the purpose of scrutinizing the e-voting and postal ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot out as per the provision of Companies Act, 2013.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to remote e-voting and postal ballot voting on the resolution contained in the Postal Ballot Notice dated 30th June, 2017.

My responsibility as a Scrutinizer for the remote e-voting and postal ballot voting process is restricted to make a Scrutinizer's report of the votes casted "in favour", "against" or "invalid / abstain / by interested parties" for the resolution contained in the Postal Ballot Notice dated 30th June, 2017.

The Notice dated 30th June, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution.

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

The e-voting period remained open from Monday, the 10th July, 2017 at 10:00 Hrs. to Tuesday, the 08th August, 2017 at 17:00 Hrs and the CDSL e-voting platform was blocked thereafter. The

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Y. N. KANOJIYA & Co.

Chartered Accountants



shareholders holding shares either in physical form or in dematerialized form as on the “cut off” date i.e. Friday, 30th June, 2017 were entitled to vote electronically on the proposed resolution as set out in the Notice of Postal Ballot dated 30th June, 2017 of GLOBAL EDUCATION LIMITED. The votes were unblocked on 8th August, 2017 after 17.00 Hrs in the presence of two witnesses, Ms. Nisha Dwivedi and Mr. Avinash Kumar Gupt, who are not in the employment of the Company. The physical postal ballots were received up to 17.00 Hrs on 8th August, 2017 through self addressed business reply envelopes. Thereafter, the details containing inter alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-voting website of www.evotingindia.com.

The Company had also provided voting facility through Postal Ballot simultaneously to the shareholders along with the remote e-voting facility.

The cut-off date for dispatch of the Notice of the Postal Ballot was 30th June, 2017 and as on that date, there were 307 Members in the Company. The Service providers had sent the notices of the Postal Ballot E-voting details by e-mail to the Members whose Email id were made available by the Depositories. Further the Company has also completed the dispatch of the Notice of the Postal Ballot through courier to the Members on 08th July, 2017.

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

The shareholders of the Company holding shares as on the “cut-off” date i.e. Friday, 30th June, 2017 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

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

I now submit my consolidated Report in Form MGT-13 as under on the result of the remote e-voting and voting through physical postal ballot in respect of the resolutions mentioned in the notice of the Postal Ballot issued by the Company.

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Form No. MGT-13

REPORT OF SCRUTINIZER

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

I, Yogesh Kanojiya, Practicing Chartered Accountant, Nagpur having ICAI Membership No. 143126 appointed as Scrutinizer for the purpose of the poll taken on the resolution through postal ballot and remote e-voting, submit my report as under:

- a. The e-voting period remained open from Monday, the 10th July, 2017 at 10:00 Hrs. to Tuesday, the 08th August, 2017 at 17:00 Hrs and the CDSL e-voting platform was blocked thereafter.
- b. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Friday, 30th June, 2017 were entitled to vote electronically on the proposed resolution as set out in the Notice of Postal Ballot dated 30th June, 2017 of GLOBAL EDUCATION LIMITED.
- c. The physical postal ballots were received up to 17.00 Hrs on 8th August, 2017 through self addressed business reply envelopes.
- d. Thereafter, the details containing inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of www.evotingindia.com.
- e. The votes were unblocked on 8th August, 2017 after 17.00 Hrs in the presence of two witnesses, Ms. Nisha Dwivedi and Mr. Avinash Kumar Gupta, who are not in the employment of the Company.
- f. The self addressed business reply envelopes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company.
- g. I did not find any poll paper/s incomplete or defective so as to treat it as invalid.
- h. The result of the Postal Ballot and e-voting are as under:

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RESOLUTION: SPECIAL RESOLUTION

AUTHORISATION TO THE BOARD OF DIRECTORS OF THE COMPANY TO SELL, LEASE, HIVE-OFF AND/OR TRANSFER OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING/ASSETS OF THE COMPANY

| Manner of voting | Total votes | Votes in favour of the resolution | | Votes against the resolution | | Invalid |
|------------------|------------------|-----------------------------------|-------------------------|------------------------------|------------------|----------|
| | | No. of Members | No. of Votes & % | No. of Members | No. of Votes & % | |
| Remote E-Voting | 18,05,000 | 12 | 18,05,000 (100%) | 0 | 0 | 0 |
| Postal Ballot | 2,000 | 01 | 2,000 (100%) | 0 | 0 | 0 |
| Total | 18,07,000 | 13 | 18,07,000 (100%) | 0 | 0 | 0 |

Total Members abstained from voting: Nil

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

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

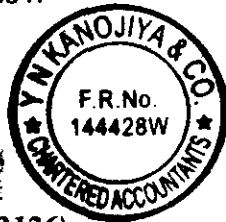
You may accordingly declare the result of voting by remote e-voting and physical ballot process.

For Y. N. KANOJIYA & CO
Chartered Accountants
Firm Registration No.: 144428W

CA YOGESH KANOJIYA
Scrutinizer

(ICAI Membership No. 143126)

*Address: Plot No. 197, Yeshwant Nagar,
Near Buddha Vihar, Nagpur – 440 033, Maharashtra, India*



Date: Signed and Issued on 9th August, 2017

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