



GLOBAL EDUCATION LIMITED

CORPORATE IDENTIFICATION NUMBER(CIN) - U80301MH2011PLC219291

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 EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **GLOBAL EDUCATION LIMITED** will be held at its Corporate Office at 4th Floor, Usha Complex, 345, Kingsway, Nagpur 440001, Maharashtra, India on Friday, the 28th April, 2017 at 12.30 Hrs. to transact the following Business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

APPOINTMENT OF M/S. S. S. KOTHARI MEHTA & CO., CHARTERED ACCOUNTANTS, NEW DELHI AS THE STATUTORY AUDITORS OF THE COMPANY: 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. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) be and are hereby appointed as the Statutory Auditors of the Company for a term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2016-2017 and 2017-2018, subject to ratification by the Members at every subsequent Annual General Meeting, 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."

ITEM NO. 2: TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

APPOINTMENT OF Mr. ADITYA BHANDARI (DIN 07637316) AS THE WHOLE-TIME DIRECTOR [DESIGNATED KEY MANAGERIAL PERSONNEL (KMP)] OF THE COMPANY: SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 2(51), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V to the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and / or re-enactment thereof for the time being in force) and subject to such consent / approval as may be required and based upon the recommendations made by the Nomination & Remuneration Committee and the Board of Directors, the Company do hereby approve the appointment of Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company for a period of five (5) years effective 16th March 2017, with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify / alter / revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms

and conditions including payment of remuneration as specified hereunder:

- i) the terms and conditions governing the employment of Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company are as per rules of the Company from time to time.
- ii) the Remuneration (Basic Salary) of Rs. 1,00,000/- (Rupees One Lakh) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time.
- iii) the Profit based Commission: NIL
- iv) the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company and/or any Committee thereof 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."

ITEM NO. 3: TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

REDEMPTION OF PREFERENCE SHARES OF THE COMPANY: ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 55 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or any re-enactment thereof for the time being in force) 2,50,000 (Two Lakh Fifty Thousand) Zero Percent (0%) Redeemable Non-cumulative, Non-convertible, Non-participating Preference Shares of Re. 1/- (Rupee One) each aggregating to Rs 2,50,000/- (Rupees Two Lakh Fifty Thousand) Only be redeemed out of the out of the profits for the previous year/s.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matter and things as may be proper, necessary and expedient for giving effect to this resolution."

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

**CS PREETI PACHERIWALA
COMPANY SECRETARY**

(ICSI Membership No. FCS - 7502)

*Address: Pacheriwala Building, Temple Bazar,
Sitabuldi, Nagpur 440012, Maharashtra, India*

Date: 27.03.2017

Place: Nagpur

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.

1. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
2. 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.
3. 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 Extra-ordinary General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Extra-ordinary General Meeting
4. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the meeting to the Company at its Registered Office.
5. Members / Proxies are requested to bring the attendance slip attached with this notice, duly filled in, for attending the meeting.
6. **GREEN INITIATIVE**

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live.

7. The members who have not registered their e-mail address, so far, are requested to register their e-mail address with the Company, Registrar and Share Transfer Agent or Depository Participant (DP), as the case may be.

8. 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 Extra-ordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSIL).

The instructions for members for voting electronically

are as under:-

I. In case of members receiving e-mail:

- i) The e-voting period begins on Tuesday, the 25th April 2017 at 10:00 Hrs. and ends on Thursday, the 27th April 2017 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 21st April, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSIL 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 CDSIL : 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.
- 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	<ul style="list-style-type: none">• 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 physical form will then reach directly the Company selection screen. However, 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 CDSIL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for GLOBAL EDUCATION LIMITED to vote.
- xii) 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.

- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) 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.
- xviii) Shareholders can also cast their vote using CDSIL'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.
- xix) 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.
- xx) 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.

II. In case of members receiving the physical copy:

- a. Please follow all steps from Serial No. (i) to Serial No. (xx) above to cast vote.
- b. The e-voting period begins on Tuesday, the 25th April, 2017 at 10:00 Hrs. and ends on Thursday, the 27th April, 2017 at 17:00 Hrs. During this period Shareholders of the Company, holding Equity Shares either in dematerialised (demat) form, as on the cut-off date (record date) of Friday, the 21st April, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSIL 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. The Board of Directors has appointed CA Yogesh Kanojiya, Chartered Accountant, Nagpur (ICAI Membership No. 145013) as a Scrutinizer to process the e-voting (including voting through ballot form received from members) and voting at the venue of the Extra Ordinary General Meeting in a fair and transparent manner.

- e. 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 Extra-ordinary General Meeting including e-voting.
- f. The Notice of the Extra-ordinary General Meeting will be sent to all the Members, through e-mail, if registered, otherwise by Courier / Registered or Speed Post. The Members may also download a copy of the Notice from the Website of the Company (www.gloaledu.net.in).
- g. The Members of the Company, holding Equity Shares either in dematerialised (demat) form as on Friday, the 21st April, 2017 and not casting their vote electronically, may only cast their vote at the Extra-ordinary General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid-up share capital of the Company as on Friday, the 21st April 2017.
- h. Kindly note that the shareholders can opt only 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.
- i. The results of voting shall be declared within forty-eight (48) hours of the conclusion of the Extra-ordinary General Meeting. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.gloaledu.net.in). CDSIL Website and shall also be communicated to the Stock Exchanges (NSE) SME platform.

EXPLANATORY STATEMENT

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

ITEM NO. 1:

The Members of the Company at its Fifth (5th) Annual General Meeting ('AGM') held on Thursday, the 29th September 2016 has approved the appointment of M/s. Dheeraj Kochar & Co., Chartered Accountant, Mumbai (ICAI Firm Registration No. 125864W) as the Statutory Auditors of the Company, to hold office from the conclusion of the Fifth (5th) AGM of the Company held for the Financial Year ended 31st March 2016 till the conclusion of the Tenth (10th) AGM of the Company to be held for the Financial Year ending 31st March 2021, subject to ratification at every AGM thereof.

In the recent times, the Company has made an Initial Public Offering ('IPO') of Six Lakh Eighty Three Thousand (6,83,000) Equity Shares of Rs. 10/- (Rupees Ten) each at a Premium of Rs. 140/- (Rupees One Hundred Forty) each through Book Building Process to the Public. The issue was successfully over-subscribed. 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. Accordingly, the Company is obliged to comply with certain additional compliances including the specific provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 [Listing Regulations] (as amended) as applicable to the Listed – Public Limited Company.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 [Listing Regulations] (as amended), amongst others, being the listed entity, the Company should ensure that the limited review or audit reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an auditor who has subjected himself 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 existing Statutory Auditors of the Company namely M/s. Dheeraj Kochar & Co., Chartered Accountant, Mumbai (ICAI Firm Registration No. 125864W) has confirmed the Company that they do not possess any valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. As such, they have expressed their inability to continue to act as the Statutory Auditors of the Company for further period/s.

In view of aforesaid and 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 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 Audit Committee of the Company, at its meeting held on 27th March 2017, amongst others, has finalised the name 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 term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2016-2017 and 2017-2018, subject to ratification by the Members at every subsequent Annual General Meeting and recommended the same for further approval of the Board of Directors and/or Members of the Company.

In turn, the Board of Directors of the Company at its meeting held on 27th March 2017 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 term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2016-2017 and 2017-2018, subject to ratification by the Members at every subsequent Annual General Meeting and recommended the same to the Members of the Company for their approval through passing of an Ordinary Resolution in a General Meeting of the Company.

M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) has submitted their eligibility cum consent to act as the Statutory Auditors of the Company.

The Board recommends the Members for their approval, the appointment, including fixation of remuneration 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 term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2016-2017 and 2017-2018, subject to ratification by the Members at every subsequent 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 Special Resolution as set out under Item No. 01 of the Notice.

ITEM NO. 2:

Mr. Aditya Bhandari (DIN 07637316) was appointed as a Non-executive, Independent Director of the Company effective 24th October, 2016.

Mr. Aditya Bhandari, aged about 26 years graduated with distinction in MSc in International Management from the University of Southampton, United Kingdom. He is having two (2) years of vast experience as an executive in International Marketing team, Export (Europe) Division, International Markets and in various fields. During the intervening period, his participation proved worth in the overall management and functioning of the Company.

Mr. Aditya Bhandari, during his term of office as a Non-executive, Independent Director of the Company spanning for five (5) months, has contributed extensively towards the growth of the Company by focusing on the key areas of the Company. With his valuable insights and suggestions, the governance and reporting mechanisms of the Company has been strengthened to great extent.

Based on the recommendation of the Nomination & Remuneration Committee and keeping in view his commitments based on qualification and expertise in the subject matters coupled with anticipated participation and contributions in the Company's overall performance and growth, the Board of Directors at its meeting held on 16th March 2017 recommended to the Shareholders (Members) of the Company for their approval, the appointment of Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company for a period of five (5) years effective 16th March 2017, with an authority to the Committee and/or Board of Directors of the Company to modify / alter / revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder :

- i. the terms and conditions governing the employment of Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company are as per rules of the Company from time to time.
- ii. the Remuneration (Basic Salary) of Rs. 1,00,000/- (Rupees One Lakh) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time.
- iii. the Profit based Commission : NIL
- iv. the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

Minimum Remuneration : In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company, the payment of remuneration comprising of salary, perquisites and commission shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 and be paid as the minimum remuneration.

Other Information :

- 1 **Background details :** Mr. Aditya Bhandari (DIN 07637316) holds the M. Sc Degree in International Management from University of Southampton, United Kingdom. He has more than two (2) years of professional experience in the industry and keen interest in overall administration and management of an enterprise.
- 2 **Past remuneration :** Not Applicable as Mr. Aditya Bhandari has not paid any remuneration in this company before this appointment.
- 3 **Recognition or awards :** Nil, Hence Not Applicable.
- 4 **Job profile and his suitability :** Subject to the superintendence, control and direction of the Board of Directors, Mr. Aditya Bhandari shall look after and is responsible for day to day administration of the Company.

- 5 **Remuneration proposed** : Remuneration (Basic Salary) of Rs. 1,00,000/- (Rupees One Lakh) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time, Profit based Commission : NIL and Perquisites / Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

The terms and conditions of appointment including the remuneration payable to Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company is well within the ceiling as laid down under Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V to the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and / or re-enactment thereof for the time being in force).

The Board having considered his qualification, experience and responsibilities recommended for approval of the Shareholders (Members), the appointment of Mr. Aditya Bhandari (DIN 07637316) as the Whole-time Director [designated Key Managerial Personnel (KMP)] of the Company for a period of five (5) years effective from 16th March 2017 in the interest of the Company.

This explanatory statement may be treated as an abstract of terms of appointment between Mr. Aditya Bhandari (DIN 07637316) and the Company.

Mr. Aditya Bhandari holds 18 (Eighteen) i.e. constituting 0.000074% Equity Shares of the Company and apart from that, he does not have any relationship with any of the Directors, Key Managerial Personnel's (KMP) or the Promoters of the Company. Except Mr. Aditya Bhandari (being the appointee), 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 Special Resolution as set out under Item No. 02 of the Notice.

ITEM NO. 3:

In the past, 2,50,000 (Two Lakh Fifty Thousand) Zero Percent (0%) Redeemable Non-cumulative, Non-convertible, Non-participating Preference Shares of Re. 1/- (Rupee One) each aggregating to Rs 2,50,000/- (Rupees Two Lakh Fifty Thousand) Only were issued as an additional mode of raising of capital for the Company .

The Audit Committee of the Company has considered the fact that the Company has sufficient profits available in its Reserves and Surplus Account and as such, it is prudent to recommend the redemption of 2,50,000 (Two Lakh Fifty Thousand) Zero Percent (0%) Redeemable Non-cumulative, Non-convertible, Non-participating Preference Shares of Re. 1/- (Rupee One) each aggregating to Rs 2,50,000/- (Rupees Two Lakh Fifty Thousand) Only out of Profit and Loss Account forming part of the Reserves and Surplus of the Company.

Based on the recommendations of the Audit Committee, the Board of Directors has approved and recommended, the redemption of 2,50,000 (Two Lakh Fifty Thousand) Zero Percent (0%) Redeemable Non-cumulative, Non-convertible, Non-participating Preference Shares of Re. 1/- (Rupee One) each aggregating to Rs 2,50,000/- (Rupees Two Lakh Fifty Thousand) Only out of Profit and Loss Account forming part of the Reserves and Surplus of the Company, to the Members for their necessary approval through passing of an Ordinary Resolution in General Meeting.

The redemption of 2,50,000 (Two Lakh Fifty Thousand) Zero Percent (0%) Redeemable Non-cumulative, Non-convertible, Non-participating Preference Shares of Re. 1/- (Rupee One) each aggregating to Rs 2,50,000/- (Rupees Two Lakh Fifty Thousand) Only out of Profit and Loss Account forming part of the Reserves and Surplus of the Company shall depict true value of the Equity Shareholders 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. 03 of the Notice.

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

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

*Address: Pacheriwala Building, Temple Bazar,
Sitabuldi, Nagpur 440012, Maharashtra, India*

**Date: 27.03.2017
Place: Nagpur**



GLOBAL EDUCATION LIMITED

CORPORATE IDENTIFICATION NUMBER(CIN) - U80301MH2011PLC219291

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

ATTENDANCE SLIP

I/We record my/our presence at the Extra-ordinary General Meeting of the Company at 4th Floor, Usha Complex, 345, Kingsway, Nagpur 440001, Maharashtra, India on Friday, the 28th April, 2017 at 12.30 Hrs.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

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	
I/We, being the member(s) holding _____ shares of the above named company. Hereby appoint:	
Name : E-mail Id: Address: Signature , or failing him	
Name : E-mail Id: Address: Signature , or failing him	
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 Extraordinary General Meeting of the Company, to be held on 4th Floor, Usha Complex, 345, Kingsway, Nagpur 440001, Maharashtra, India on Friday, the 28th April, 2017 at 12.30 Hrs. in respect of such resolution as are indicated below:

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

Resolution No.	Resolution	For	Against
Special Business:			
1	Appointment of M/S. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company		
2	Appointment of Mr. Aditya Bhandari (Din 07637316) as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company		
3	Redemption of Preference Shares 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 completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
 2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the ' For ' or ' Against ' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 3. Appointing proxy does not prevent a member from attending in person if he so wishes.
 4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



ROUTE MAP
VENUE OF EXTRA ORDINARY GENERAL MEETING



Global Education Ltd.

Address:- 4th Floor, Usha Complex, Kingsway, Nagpur 440001, Maharashtra, India



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