

Y. N. KANOJIYA & CO.
Chartered Accountants



28th April, 2017

To,
The Chairperson of Extra Ordinary General Meeting of the members of **GLOBAL EDUCATION LIMITED** held on Friday, the 28th day of April, 2017 at 12.30 Hrs. at the Corporate office of the Company at 4th Floor, Usha Complex, 345, Kingsway, Nagpur 440001, Maharashtra, India

Sub: Consolidated Report of Scrutinizer on remote e-voting and voting through physical ballot (Form No. MGT-12) conducted pursuant to the provisions of Section 108 and 109 respectively, of the Companies Act, 2013 read with Rule 20 and Rule 21 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 66th meeting held on Monday, the 27th March, 2017 as a Scrutinizer for the Extra Ordinary General Meeting of the members (equity shareholders) of the Company to be held on Friday, 28th April, 2017 at 12.30 Hrs. at the Corporate office of the Company at 4th Floor, Usha Complex, 345, Kingsway, Nagpur 440001, Maharashtra, India for the purpose of scrutinizing the remote e-voting and physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and physical ballot voting carried out pursuant to the provisions of Section 108 and 109 respectively of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 respectively of the Companies (Management and Administration) Rules, 2014 as amended from time to time, in all the resolution/s referred to in this report.

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 physical ballot voting on all the resolution/s contained in the Notice of Extra ordinary General Meeting.

My responsibility as a Scrutinizer for the remote e-voting and physical 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 all the resolutions contained in the Extra Ordinary General Meeting Notice.



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The Notice dated 27th March, 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 resolutions.

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 Company had also provided voting facility through Physical Ballot (Form No. MGT-12) to the shareholders present at the Extra ordinary General Meeting and who had not casted their vote earlier through remote e-voting facility.

The cut-off date for dispatch of the Notice of the Extra ordinary General Meeting was 31st March, 2017 and as on that date, there were 307 Members in the Company. The Service providers had sent the notices of the Extra Ordinary General Meeting and E-voting details by e-mail to 221 Members whose Email Id was made available by the Depositories and for those members holding shares in physical form, who had registered their email id with the Registrar and Transfer Agent. In respect of 86 members, whose Email Id's were not available and the members to whom emails were failed to deliver, the notices were sent by courier. However, this excludes those cases which are disputed and have been held in abeyance.

The Notices 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, 21st April, 2017 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.

The Company completed the dispatch of the Notices to the Members on 3rd April, 2017.

The voting period for remote e-voting commenced on Tuesday, 25th April, 2017 at 10:00 Hrs. (IST) and ended on Thursday, 27th April, 2017 at 17:00 Hrs. (IST) and the CDSL e-voting platform was blocked thereafter.



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After the closure of the voting at the Extra Ordinary General Meeting, the ballot box kept for the purpose of casting of votes was unlocked and the votes casted were counted by me as Scrutinizer and thereafter I unblocked the votes cast under remote e-voting facility in the presence of Ms. Nisha Dwivedi and Ms. Jinal Bavishi who acted as witnesses and who were not in the employment of the Company, as prescribed under sub rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time. The report on voting done at the meeting was generated in my presence and the voting process was diligently scrutinized.

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 at the meeting in respect of the Resolutions mentioned in the notice of Extra ordinary General Meeting 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 all the resolution/s at the Extra ordinary General Meeting of the members (equity shareholder/s) of the Company held on Friday, 28th April, 2017 at 12.30 Hrs. at the Corporate office of the Company at 4th Floor, Usha Complex, 345, Kingsway, Nagpur 440001, Maharashtra, India, submit my report as under:

- After the time fixed for closing of the poll by the Chairperson, an empty ballot box kept for polling was locked in our presence with due identification mark placed by me.
- The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- I did not find any poll paper/s incomplete or defective so as to treat it as invalid.
- The result of the Poll is as under:

SPECIAL BUSINESS

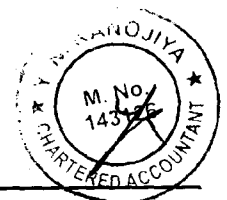
Resolution 1: Ordinary Resolution

APPOINTMENT OF M/S. S. S. KOTHARI MEHTA & CO., CHARTERED ACCOUNTANTS, NEW DELHI AS THE STATUTORY AUDITORS 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	17,63,946	03	17,63,946 (100%)	0	0	0
Voting at EOGM	2,036	03	2,036 (100%)	0	0	0
Total	17,65,982	06	17,65,982 (100%)	0	0	0

Total Members abstained from voting: Nil

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



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Resolution 2: Special Resolution

APPOINTMENT OF Mr. ADITYA BHANDARI (DIN 07637316) AS THE WHOLE-TIME DIRECTOR [DESIGNATED KEY MANAGERIAL PERSONNEL (KMP)] 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	17,63,946	03	17,63,946 (100%)	0	0	0
Voting at EOGM	2,018	02	2,018 (100%)	0	0	0
Total	17,65,964	05	17,65,964 (100%)	0	0	0

Total Members abstained from voting: 1

Total Shares held by Members who have abstained from voting: 18

Resolution 3: Ordinary Resolution

REDEMPTION OF PREFERENCE SHARES 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	17,63,946	03	17,63,946 (100%)	0	0	0
Voting at EOGM	2,036	03	2,036 (100%)	0	0	0
Total	17,65,982	06	17,65,982 (100%)	0	0	0

Total Members abstained from voting: Nil

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

- e. 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.

Signed and Issued on 28th April, 2017 at Nagpur

For Y. N. KANOJIYA & CO

Chartered Accountants

Firm Registration No.: 144428W

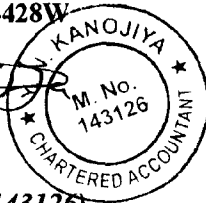
CA Yogesh Kanojiya

Scrutinizer

(ICAI Membership No. 143126)

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