

NOTICE

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting of the Members of the Company – **GLOBAL EDUCATION LIMITED** (CIN : L80301 MH 2011 PLC 219291) will be held on **Friday, the 30th June, 2023 at 11.30 A. M** through Video Conferencing('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following business: The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Office No.306,3rd Floor Jaisingh Business Center Premises CHSL,Sahar Road,Parsiwada, Andheri(E), Mumbai 400099 Maharashtra, India.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (Standalone& Consolidated) of the Company for the Financial Year 2022-23 ended 31st March, 2023, including, the Balance Sheet as at 31st March, 2023, Profit and Loss and Cash Flow for the Financial Year 2022-23 ended 31st March, 2023, together with the Board's Report and Report of the Statutory Auditors thereon 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 2022-23 ended 31st March, 2023, including, the Balance Sheet as at 31st March, 2023, Profit and Loss and Cash Flow for the Financial Year 2022-23 ended 31st March, 2023, together with the Board's Report and Report of the Statutory Auditors thereon 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 @ 30% i.e. Rs.1.50/- (Rupees One and Paise Fifty Only) per Equity Share for the financial year 2022-2023 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT an interim dividend @ 30% i.e. Rs.1.50/- (Rupee One 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 18th October, 2022, be and is hereby approved and confirmed."

"FURTHER RESOLVED THAT a final dividend @ 20% i.e. Rs.1.00/- (Rupees One Only) per Equity Share in the Equity Share capital of the Company for the financial year 2022-2023, as recommended by the Board of Directors be and is hereby declared and approved."

3. To appoint a Director in place of Mr. Gururaj Vasantrao 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 Vasantrao 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 Mr. Rajan Madhaorao Welukar [DIN: 00066062] as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of Two (02) consecutive year and to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT Mr. Rajan Madhaorao Welukar [DIN: 00066062], who was appointed by the Board of Directors as an Additional Director of the Company effective 28th April 2023 and who holds office up to the date of this Twelfth (12th) Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 103 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended, from time to time and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (as amended) ("Listing Regulations"), Mr. Rajan Madhaorao Welukar [DIN: 00066062], who meets the criteria for

independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a fixed first term of Two (2) consecutive years i.e, from 28th April 2023 upto 27th April 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and things as may be expedient and necessary to give effect to this resolution.”

By Order of the Board of Directors

CS PREETI PACHERIWALA

COMPANY SECRETARY

(ICSI Membership No. FCS-7502)

Registered Office:

Office No.306, 3rd Floor Jaisingh Business Center Premises

CHSL, Sahar Road, Parsiwada, Andheri(E),

Mumbai 400099 Maharashtra, India

Place: Nagpur

Date: 28th April, 2023

NOTES

1. In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020 and April 13, 2020, May 5, 2020 and January 13, 2021 and December 8, 2021 and December 14, 2021 and May 5, 2022 and 28th December, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No.EBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the Twelfth [12th] AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice. 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 Twelfth [12th] Annual General Meeting through VC / OAVM at the scheduled time of the Twelfth [12th] Annual General Meeting of the Company
4. The Company has engaged the services of Central Depository Services (India) Limited (CDSIL) as the authorized agency to provide video conferencing facility and e-voting facility for the AGM
5. The Register of Members and Share Transfer books of the Company will remain closed from Saturday, the 17th June, 2023 to Friday, the 30th day of June, 2023 (both days inclusive) and Dividend, if declared, will be payable before Saturday, 29th July, 2023 to those members whose names are registered as such in the Register of Members of the Company as on Friday, the 16th June, 2023 and to the Beneficiary holders as per the beneficiary list as on Friday, the 16th June, 2023 provided by the NSDL and CDSL.
6. The Board of Directors has recommended for consideration of the Members a final dividend @ 20% i.e. Rs.1.00/- (Rupees One Only) per Equity Share for the financial year 2022-2023. The Company has fixed Friday, the 16th June, 2023 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2023, if approved at the AGM. The final dividend, once approved by the members in the ensuing AGM will be paid before Saturday, the 29th July, 2023, subject to deduction of tax at source, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
7. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Bigshare Services Private Limited (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to investorinfo@globaledu.net.in latest before Friday, 16th June, 2023 by 05:00 PM IST. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to prasadm@bigshareonline.com or before Friday, 16th June, 2023 by 05:00 PM IST.

Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, Bigshare Services Private Limited, Address Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093

8. Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March 2023 or any subsequent financial years, are requested to make their claims to the Company at its Registered Office. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated here-in, no claim with the Company shall lie in respect thereof Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on March 31, 2021, March 31, 2022 and as on March 31, 2023 on the Company's website at www.globaledu.net.in.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/Demand Drafts as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of/change in such bank details. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.
10. Members are requested to notify change in address, if any, immediately to M/s. Bigshare Services Pvt. Ltd., quoting their folio numbers.
11. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
12. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulations" in respect of the Director seeking reappointment at the Annual General Meeting, forms part of the Corporate Governance Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
14. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Friday, 16th June, 2023, through email on investorinfo@globaledu.net.in. The same will be replied by the Company suitably.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT, USER ID & PASSWORD AND REGISTRATION OF EMAIL ID FOR E-VOTING:

15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.globaledu.net.in, websites of National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
16. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorinfo@globaledu.net.in along with the copy of the signed request letter mentioning the Folio No., name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
17. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investorinfo@globaledu.net.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
18. Alternatively members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.
19. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

20. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned below for Access to CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "EVS" of Company GLOBAL EDUCATION LIMITED will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
21. For convenience of the Members and proper conduct of AGM, Members can login and join at least 15(fifteen) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
22. Members who need assistance before or during the AGM with use of technology, can send a request at helpdesk evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43
23. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
24. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTION / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

25. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorinfo@globaledu.net.in from Monday, 19th June 2023 (9:00 A.M. IST) to Sunday, 25th June, 2023 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members may send their questions in advance mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorinfo@globaledu.net.in during aforesaid period. The same will be replied by the Company suitably.

HELPCENTRE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATING TO LOGIN THROUGH DEPOSITORIES i.e. NSDL AND CDSL

Login type	Contact Details /Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at helpdesk.evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

VOTING THROUGH ELECTRONIC MEANS

26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by CDSL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
27. The Company has appointed CS Riddhita Agrawal, Practising Company Secretary having ICSI Membership No: FCS – 10054 CP.NO. 12917) Mumbai as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

28. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM.

Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at www.cdslindia.com. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

29. The voting rights of 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, 23rd June, 2023.
30. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request a evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote E-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com.
31. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.
32. 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 call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43

33. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

34. The remote e-voting period begins on Tuesday, 27th June, 2023 at 09:00 A.M. and ends on Thursday, 29th June, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Friday 23rd June, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 23rd June, 2023.
35. The details of the process and manner for remote E-voting using CDSL e-Voting system are explained herein below:

Step 1: Access to CDSL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links</p>

	<p>of the respective e-Voting service provider i.e. CDSL/ NSDL/ BIG SHARE/KARVY/ LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectRgjsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to CDSL e-Voting website?

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: www.evotingindia.com. either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for CDSL eservices i.e. IDEAS, you can log-in at www.evotingindia.com with your existing IDEAS login. Once you log-in to CDSL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evotingindia.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evotingindia.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@cdslindia.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of CDSL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on CDSL e-Voting system.

How to cast your vote electronically and join General Meeting on CDSL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS

36. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorinfo@globaledu.net.in from Monday, 19th June 2023 (9:00 A.M. IST) to Sunday, 25th June, 2023 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
37. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
38. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.globaledu.net.in and on the website of CDSL at www.evotingindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited where the shares of the Company are listed.

ANNEXURE TO ITEM NO. 3 and 4

Details of the directors seeking appointment/re-appointment in the Twelfth (12th) 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 VASANTRAO KARAJAGI	RAJAN MADHAORAO WELUKAR
Director Identification Number	01330419	00066062
Date of Birth	24/05/1952	24/08/1959
First Appointment on the Board	17/08/2017	28/04/2023
Nationality	Indian	Indian
Qualifications	Doctoral degree holder in Chemistry	Doctoral degree holder in Statistics
Brief Profile	<p>Dr. Gururaj Karajagi, aged about 71 years is 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. He is a Trustee of the Loka Shikshana Trust – a pioneering publishing house. He is serving on the Boards of many companies.</p> <p>Dr. Karajagi 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 of the Syndicate of a few Universities and as a member of the Karnataka Knowledge Commission.</p> <p>Through the Academy for Creative Teaching, Dr. Karajagi is instrumental in building over 85 schools of very high quality all over the world. He is generally considered as an institution builder. He has designed a complete curriculum in Creativity which is being used in different Universities. He has travelled and lectured extensively in various Universities both in the east and the west and has conducted more than 2000 training programmes for educational and corporate organizations</p>	<p>Dr. Rajan Welukar aged about 63 years is a doctoral degree holder in Statistics. and presently is the Vice Chancellor of Vice Chancellor ATLAS SKILLTECH University, Mumbai. Mr. Welukar has excellent track record of quality teaching, research and institution building and is a resource person on accreditation and staff development in the country and has conducted several dozen training programmes in teaching Pedagogy across the country.</p> <p>He has worked on various important committees of National Knowledge Commission, University Grants Commission, National Assessment and Accreditation Council (NAAC), Film and Television Institute of India, Central Govt., State Govt., Future Generation University, USA</p> <p>Dr. Rajan Welukar has widely travelled abroad and visited several universities and has held position of Vice-Chancellorships, Directorships, Secretarial positions in the Government and semi-Government Bodies all across the globe.</p>

Expertise in Specific Functional Area	Expertise in Administration & Management	Expertise in Public relations, Skill Training & Administration & Management
Number of Shares held in the Company as at March 31, 2023 (including as a beneficial owner)	Nil	Nil
List of the Directorship held in other Listed companies	Nil	Nil
Resignation as Director from Listed Companies in the past three years	Nil	Nil
Details of Memberships/ Chairmanships of Committees of other public Companies (includes Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
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 Mr. Rajan Madhaorao Welukar [DIN: 00066062] AS A DIRECTOR (CATEGORY – NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY, FOR A FIXED FIRST TERM OF TWO (02) CONSECUTIVE YEAR : SPECIAL RESOLUTION:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, at its meeting held on 28th April, 2023, has approved and appointed, Mr. Rajan Madhaorao Welukar [DIN: 00066062], as an Additional Director [Category: Nonexecutive, Independent] of the Company, effective 28th April, 2023. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 103 of the Articles of Association of the Company, Mr. Rajan Madhaorao Welukar [DIN: 00066062] shall hold office up to the date of conclusion of this Twelfth (12th) Annual General Meeting of the Company, and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member of the Company, proposing his candidature or the office of a Director of the Company.

The brief profile of Mr. Rajan Madhaorao Welukar [DIN: 00066062] nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships of Board / Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice.

The Company has also received a self-declaration from Mr. Rajan Madhaorao Welukar [DIN: 00066062], to the effect that he was or is not disqualified from being appointed as a Director of the Company in terms of the provisions of Section 164 of the Act and has submitted her consent to act as a Director of the Company.

The Company has also received a self-declaration from Mr. Rajan Madhaorao Welukar [DIN: 00066062], to the effect that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Company has also received a self-declaration from Mr. Rajan Madhaorao Welukar [DIN: 00066062], to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and that he has complied with the provisions of rule 6 (1) (b) of the Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act, by registering his name in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs at Manesar.

In the opinion of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rajan Madhaorao Welukar [DIN: 00066062], fulfills the conditions specified in the Act and Listing Regulations, for appointment as a Director and also, as an Independent Director of the Company.

Mr. Rajan Madhaorao Welukar [DIN: 00066062] is independent of the Management and Promoters of the Company. As such, it is proposed to appoint Mr. Rajan Madhaorao Welukar [DIN: 00066062] as a Director [Category – Non-executive, Independent], of the Company, not liable to retire by rotation, and also, as an Independent Director of the Company, to hold the office for a fixed first term of Two (02) consecutive year, from 28th April 2023 to 27th April 2025.

The terms and conditions of his appointment (draft appointment letter) shall be open for inspection by the Members of the Company, at the Registered Office of the Company during the normal business hours on any working day till the date of Twelfth (12th) Annual General Meeting of the Company.

The additional information, related to Mr. Rajan Madhaorao Welukar [DIN: 00066062], has been given in the Corporate Governance Report and Board Report which forms an integral part of this Annual Report, as per the provisions of Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ["Listing Regulations"] and Clause 1.2.5 of the Secretarial Standards-2.

Mr. Rajan Madhaorao Welukar [DIN: 00066062], may be deemed to be interested or concerned in the Resolution set out at Item No. 4 of the Notice with regard to his appointment. Except Mr. Rajan Madhaorao Welukar [DIN: 00066062], 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 this Resolution.

Keeping in view the vast experience and knowledge of Mr. Rajan Madhaorao Welukar [DIN: 00066062], the Board of Directors of the Company, recommends the Special Resolution in terms of SEBI's Circular No. SEBI/LAD-NRO/GN/2021/35 dated 03rd August, 2021; at Item No. 4 of the Notice for approval of the Members in the interest of the Company

By Order of the Board

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

Registered Office:

Office No.306, 3rd Floor Jaisingh Business Center Premises
CHSL, Sahar Road, Parsiwada, Andheri(E),
Mumbai 400099 Maharashtra, India

Place: Nagpur

Date: 28th April 2023