



GLOBAL EDUCATION LIMITED

CORPORATE IDENTIFICATION NUMBER(CIN) - L80301MH2011PLC219291

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 POSTAL BALLOT UNDER SECTION 110 OF COMPANIES ACT, 2013

Dear Members,

SPECIAL BUSINESS:

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations as amended from time to time to transact the Special Business, set out in this Notice, as Special Resolutions, through Postal Ballot by the Members by way of Postal Ballot and E-voting. The Explanatory Statement pertaining to the Resolutions setting out the material facts is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Explanatory Statement pertaining to the Resolutions setting out the material facts is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed CA Yogesh Kanojiya, Chartered Accountant, Nagpur (ICAI Membership No. 145013) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Please note that in compliance with the provisions of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited (CDSIL) to provide the Members with the facility of E-voting.

A Member may opt to cast his/her vote by electronic mode instead of casting the vote through the Postal Ballot form (enclosed herewith) Members desiring to opt for E-voting facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed at the designated place in the Form along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer, at Plot No. 197, Yeshwant Nagar, Near Buddha Vihar, Nagpur – 440010 on or before 5:00 P.M. on Tuesday, August 08, 2017, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company after the completion of scrutiny of the postal ballots (including e voting). The result of the Postal Ballot shall be declared and communicated on or before Friday, August 11, 2017 and to the NSE e-Merge Platform (Stock Exchange), Depository, Registrar & Transfer Agents and shall be displayed on Company's Website www.globaledu.net.in.

ITEM NO. 1: To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **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 : SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the rules framed there under and the provisions contained in the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from the Company's Bankers, Financial Institutions, lenders, and/or other Institutions or bodies, statutory authorities the unanimous consent and approval of the Members of the Company be and is hereby granted to authorise 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 or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings/assets consisting of property/land together with the buildings, plant & machinery, equipment, furniture & fixtures, infrastructure facilities, auxiliaries, utilities attached thereto to the land and other assets attached or any part of it any other deeds and other instruments and documents necessary to transfer/assign all right, title and interest except the assets and liabilities specifically excluded, at and for such consideration and on such terms & conditions as the Board of the Company deem fit, subject to adjustments, if any, to any individual, Body Corporate, or any prospective buyer or to such other purchaser as the Board of Directors (which shall include a Committee of Board of Directors that may be empowered or constituted for this purpose) may identify and approve in this regard, with effect from such date and on such terms and conditions, and with such modifications as may be required, and as the Board of Directors (which shall include a Committee of Board of Directors that may be empowered or constituted for this purpose) may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the sale, lease ,hive-off and/or transfer or otherwise dispose of the whole or substantially the whole of the undertaking/assets of the company to any individual, Body Corporate, or any prospective buyer or to such other purchaser as the Board may identify and approve in this regard, or to such other purchaser as the Board may identify and approve in this regard, including finalizing, varying and settling the terms and conditions of the said sale and transfer, to settle and finalise all issues that may arise in this regard, without further referring to the members of the Company; to negotiate and finalize the business transfer agreement, conveyance deeds, and/ or any other transaction

documents (including providing such representations, warranties, indemnities and covenants as may be required) and to execute, deliver and perform such business transfer agreement, conveyance deeds, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; and seek the requisite approvals from the relevant statutory authorities; and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalize the manner and method of disposal / sale / transfer and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to do all such acts and thing as may be deemed necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also to further delegate from time to time, all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

NOTES:

1. 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.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 30th June, 2017 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company’s Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
5. **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.
6. 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.
7. Members cannot exercise votes by proxy.

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 proceedings of Postal Ballot 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 Monday, the 10th July 2017 at 10:00 Hrs. and ends on Tuesday, the 08th August 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 30th June, 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 CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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.
- addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 08th August 2017. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.
- d. 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.
- e. 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 through physical postal ballot in a fair and transparent manner.
- f. 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 Postal Ballot including e-voting.
- g. The Postal Ballot Notice 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.globaledu.net.in).
- 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 result of the Postal Ballot shall be declared and communicated on or before Friday, 11th August, 2017. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.globaledu.net.in), CDSL Website and shall also be communicated to the Stock Exchanges (NSE) SME platform.

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

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

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

**Date: 30.06.2017
Place: Mumbai**

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 Monday, the 10th July 2017 at 10:00 Hrs. and ends on Tuesday, the 08th August 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 30th June, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-

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

ITEM NO. 1:

The Board of Directors of the Company has, based upon the recommendations of the Audit Committee, considered the fact of change in the intent of the Company to construct a Hostel building for carrying on its own operations as well as to undertake administration of college, hostel and related facilities of educational institutes and accordingly, it was proposed to sell / dispose some of its unused fixed assets and the consideration to be received by way of sale, transfer, conveyance, assignment or sale of above unused assets shall be utilized to improve liquidity, reduce debt and to focus on the core business of the Company.

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors has approved and recommended to the Members for their necessary approval through passing of an Special Resolution through Postal Ballot ; 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 or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings/assets consisting of property/land together with the buildings, plant & machinery, equipment, furniture & fixtures, infrastructure facilities, auxiliaries, utilities attached thereto to the land and other assets attached or any part of it and any other deeds and other instruments and documents necessary to transfer/assign all right, title and interest except the assets and liabilities specifically excluded, at and for such consideration and on such terms & conditions as the Board of the Company deem fit, subject to adjustments, if any, to any individual, Body Corporate, or any prospective buyer or to such other purchaser as the Board of Directors (which shall include a Committee of Board of Directors that may be empowered or constituted for this purpose) may identify and approve in this regard, with effect from such date and on such terms and conditions, and with such modifications as may be required, and as the Board of Directors (which shall include a Committee of Board of Directors that may be empowered or constituted for this purpose) may deem fit and appropriate in the interest of the Company.

The said arrangement will enable the Company to improve the long term profitability of the Company along with the good future prospects and potentials to increase the shareholders' return..

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 said Resolution except to the extent of rights attached to their shareholdings, if any.

The Board of Directors of the Company recommends the approval of the said Special Resolution as set out under Item No. 01 of the Notice by the Shareholders (Members) in the best interest of the Company.

By Order of the Board
For GLOBAL EDUCATION LIMITED

SD/-
CS PREETI PACHERIWALA
COMPANY SECRETARY
(ICSI Membership No. FCS-7502)
Address: Pacheriwala Building, Temple Bazar,
Sitabuldi, Nagpur 440012, Maharashtra, India

Date: 30.06.2017
Place: Mumbai



GLOBAL EDUCATION LIMITED

CORPORATE IDENTIFICATION NUMBER(CIN) - L80301MH2011PLC219291

Registered Office : Office No. 112, 1st Floor of Building "Panchratna CHSL",

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Tel No. +91 22 49242584, e-mail id : investorinfo@globaledu.net.in, Website : www.globaledu.net.in

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) (In Block Letters) (Including joint holders, if any)	:	
2. Registered address of the sole/first named Shareholder	:	
3. Registered folio no./DP Id No.*/Client Id No.* (*Applicable to Shareholders holding shares in dematerialized form)	:	
4. Number of shares held	:	

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

ITEM NO.	RESOLUTION (TYPE OF RESOLUTION: SPECIAL RESOLUTION)	NO. OF SHARES	I/WE ASSENT TO THE RESOLUTION (FOR)	I/WE DISSENT TO THE RESOLUTION (AGAINST)
1	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			

Place :

Date :

(Signature of Shareholder)

INSTRUCTIONS

- Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the Scrutiniser namely, Mr. Yogesh Kanojiya, Chartered Accountants in Practice, (Membership No.143126) (Address: Plot No. 197, Yeshwant Nagar, Near Buddha Vihar, Nagpur – 440010) or to his e-mail id: ykanojiya0@gmail.com, so as to reach by 5:00 p.m. on 08th August 2017. Ballot form received thereafter will strictly be treated as if not received.
 - The Company will not be responsible if the Ballot Form torn, mutilated in any manner.
 - Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
 - In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
 - To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of the members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. M/s Bigshare Services Private Limited. Members are requested to keep the same updated.
 - There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
 - In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
 - Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
 - Instructions for e-voting procedure are available in the Postal Ballot Notice of the Company.
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