

NOTICE

NOTICE is hereby given that the Seventh (7th) Annual General Meeting of the Members of the Company – GLOBAL EDUCATION LIMITED (CIN : L 80301 MH 2011 PLC 219291) will be held on Friday, the 27th July 2018 at 02.30 PM at “The Ambassador” Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2018 consisting of Balance Sheet as at 31st March, 2018, Statement of Profit and Loss for the year ended 31st March, 2018 and Cash Flow Statement for the year ended 31st March, 2018 together with the Notes to financial statements and the reports of the Board of Directors and Auditors 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 ended 31st March, 2018 consisting of Balance Sheet as at 31st March, 2018, Statement of Profit and Loss for the year ended 31st March, 2018 and Cash Flow Statement for the year ended 31st March, 2018 together with the Notes on financial statements and the reports of the Board of Directors and Auditors 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 @ 25% i.e. Rs.2.50/- (Rupee Two and Paise Fifty Only) per Equity Share for the financial year 2017-18 and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT an interim dividend @ 25% i.e. Rs.2.50/- (Rupee Two 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 23rd October, 2017, be and is hereby approved and confirmed.”

“FURTHER RESOLVED THAT a final dividend @ 25% i.e. Rs.2.50/- (Rupee Two and Paise Fifty Only) per Equity Share in the Equity Share capital of the Company for the financial year 2017-18, as recommended by the Board of Directors be and is hereby declared and approved.”

3. To appoint a Director in place of Shri Aditya Bhandari (DIN: 07637316), 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), Shri Aditya Bhandari (DIN: 07637316), 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 re-appoint the Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

Re-Appointment of Messrs. S. S. Kothari Mehta & Co., (Firm Registration No. 000756N), Chartered Accountants, New Delhi as the Statutory Auditors of the Company

“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 & 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., (Firm Registration No. 000756N), Chartered Accountants, New Delhi be and is hereby re-appointed as the Statutory Auditors of the Company, for a second term of two (2) years, to hold office of the Statutory Auditors of the Company for the financial year 2018-2019 and 2019-2020 i.e. from the conclusion of Seventh (07th) Annual General Meeting to be held for the financial year 2017-2018 until the conclusion of Ninth (09th) Annual General Meeting of the Company to be held for the financial year 2019-2020 on such remuneration as agreed between the Board and Auditors, plus taxes at applicable rates and actual out of the pocket expenses, if any, incurred in connection with the Audit of Financial Statements of the Company”.

5. To approve the appointment of Mr. Gururaj Karajagi (DIN: 01330419) as a Director (Category : Non - Executive, Non-Independent) of the Company and in this regard, pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Section 149, 150, 152, 161 and other applicable provisions if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), Mr. Gururaj Karajagi (DIN: 01330419), who was appointed as an Additional Director (Category – Non-Executive, Non-Independent) of the Company, and who holds office upto the

date of this AGM in terms of Section 161 of the Companies Act, 2013 ("Act"), and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed as a Director (Category – Non - Executive, Non-Independent) of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

6. To approve the re- appointment of Ms. Mallika Bajaj (DIN: 06382457) as a Director (Category : Non-Executive & Independent) of the Company for a second term and in this regard, pass the following resolution as an Special Resolution :-

"RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (LODR) Regulations, 2015 ('Listing Regulations'), Ms. Mallika Bajaj (DIN : 06382457), Director (Category - Non-executive, Independent) of the Company, who has confirmed and submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for a second term of Two (02) year effective Seventh (7th) Annual General Meeting for the financial year 2017-2018 up to the conclusion of Ninth (09th) Annual General Meeting to be held for the financial year 2019-2020.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

CS PREETI PACHERIWALA

COMPANY SECRETARY

(ICSI Membership No. FCS7502)

Address: Pacheriwala Building Temple Bazar

Sitabuldi Nagpur 440012, Maharashtra, India

Place: Nagpur

Date: 28th May, 2018

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 Annual General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Annual General Meeting
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 14th day of July, 2018 to Friday, the 27th day of July, 2018 (both days inclusive) for the purpose of Annual General Meeting.
5. 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.

6. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue
7. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 with respect to the Directors seeking Appointment / re-appointment at the forthcoming Annual General Meeting is incorporated in the annexure to the notice
8. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
9. **REGISTRAR & SHARE TRANSFER AGENT** : M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059, Maharashtra, India have been appointed by the Company as the Registrar and Share Transfer Agent effective 2nd March 2017. Therefore, Depository Participants / Shareholders / Investors of the Company are advised to send all documents / correspondence such as requests for Dematerialization of Shares, Transfer of Shares, Change of Address, Registration of e-mail id, Change of Bank Mandate / NECS and other Shares related documents to M/s. Bigshare Services Private Limited at the above mentioned address only.
10. **CHANGE OF INFORMATION / BANK MANDATE**
The Members / Shareholders holding Equity Shares in physical form are requested to notify / update any Change in their Address, Bank Mandate e.g. Name of Bank, Branch Address, Account Number and MICR / IFS Code to the Registrar and Share Transfer Agent and / or the Company or to their respective Depository Participants (DP), if the Shares are held in Demat mode.
11. **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. 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.
12. **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 07th Annual 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 24th July 2018 at 10:00 Hrs. and ends on Thursday, the 26th July 2018 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 20th July, 2018, 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.
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.

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 24th July 2018 at 10:00 Hrs. and ends on Thursday, the 26th July 2018 at 17:00 Hrs. During this period Shareholders' of the Company, holding Equity Shares either in dematerialized (demat) form, as on the cut-off date (record date) of Friday, the 20th July 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 in Practice, Nagpur (ICAI Membership No. 143126) as a Scrutinizer to process the e-voting (including voting through ballot form received from members) and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- e) CS Preeti Pachariwala (ICSI Membership No. FCS-7502) Company Secretary & Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Seventh (07th) Annual General Meeting including e-voting.
- f) The Notice of the Sixth (07th) Annual General Meeting will be sent to all the Members, whose names appear in the Register of Members as on cut-off date i.e. Friday, the 29th June, 2018 through Courier / Post and also by E-Mail, if registered. 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 20th July 2018 and not casting their vote electronically, may only cast their vote at the 07th Annual 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 20th July 2018.
- h) Kindly note that the shareholders should opt only for any 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 Seventh (07th) Annual 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), CDSL Website and shall also be communicated to the Stock Exchanges (NSE) SME platform.

13. A route map showing direction to reach the venue of the Seventh (07th) Annual General Meeting is given at the end of this notice as per the requirement of the Secretarial Standard- 2 on "General Meeting".

ANNEXURE TO ITEM NO. 3, 5 & 6

The details of Director/s seeking appointment / re-appointment at the forthcoming Seventh (07th) Annual General Meeting [in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')]

Status As on 31st March 2018

Name of the Director	ADITYA BHANDARI	GURURAJ KARAJAGI	MALLIKA BAJAJ
Date of Birth	12/10/1990	24/05/1952	20/04/1989
Date of Appointment as Director	16/03/2017 Designated as Whole Time Director (Executive Director)	17/08/2017	16/03/2017
Nationality	Indian	Indian	Indian
Qualifications	M.Sc in International Management	Doctoral degree holder in Chemistry	Masters in Media and Communications, London.
Brief Profile	<p>Mr. Aditya Bhandari, aged about 27 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.</p>	<p>Dr. Gururaj Karajagi, a doctoral degree holder in Chemistry has published over 22 research papers in International journals.</p> <p>He is a life Fellow of the Electrochemical Society of India and has served on the Boards of Management of a few Medical Universities.</p> <p>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.</p>	<p>Ms. Mallika Bajaj is today's face for women and youth in India, global media entrepreneur, and sportscaster. She is a Journalist and also a Founder of Little Yellow Beetle Media Pvt Ltd (LYB). Ms. Mallika Bajaj has completed her BA in Media and Communications at the University of Melbourne and went on to successfully pursue a Masters in Media and Communications, from Goldsmiths, University of London, where she acquired knowledge, skills, and the confidence to establish her own company at the age of 23. She is responsible for launching India's first 360-degree Media Solutions Digital Studio, and lending a similar structure to Doha, Qatar all under the age of 25. She was also the name behind launching the Video information segment to Hindustan Times, Live Mint (Murdoch Group) at the age of 17; in their New Delhi, India headquarter office</p>

		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	
Expertise in Specific Functional Area	Expertise in Marketing	Expertise in Administration & Management	Expertise in Sales & Marketing
Number of Shares held in the Company	18 (Eighteen) (0.0000074%)	Nil	Nil
List of the Directorship held in other companies	a) Riaan Eduventures Private Limited b) Achievers Educare Private Limited	a) Dham Hi Pharma Private Limited b) Dhammanagi Developers Private Limited c) Ifocus Systec (India) Private Limited d) Edu-Paedia Consultancy Services Private Limited e) Academy For Creative Teaching India Private Limited	a) Little Yellow Beetle Media Private Limited b) Left Right Learning Private Limited c) Emedify Solutions Private Limited d) Riaan Eduventures Private Limited
Chairman/ Member in the committees of Board of other Companies in which he/she is the Director	Nil	Nil	Nil
Disclosure of relationship between directors (inter-se)	Nil		

For more details of the Board of Directors, please refer to the Corporate Governance Report annexed as "Annexure D" to the Board Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4:

Re-APPOINTMENT OF M/S. S. S. KOTHARI MEHTA & CO., CHARTERED ACCOUNTANTS, NEW DELHI AS THE STATUTORY AUDITORS OF THE COMPANY: ORDINARY RESOLUTION:

The Members of the Company at its Extra Ordinary General Meeting (EOGM) held on Friday, the 28th April, 2017 has approved the appointment of M 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.

The first term of the appointment of current Statutory Auditors - M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) expires at the conclusion of this Seventh (07th) Annual General Meeting of the Company. The Audit Committee of the Company, at its meeting held on 28th May 2018, 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 Second term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2018-2019 and 2019-2020, 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 28th May 2018 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 second term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2018-2019 and 2019-2020, and recommended the same to the Members of the Company for their approval through passing of an Ordinary Resolution in 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 the second term of two (2) years to hold the office of the Statutory Auditors of the Company from the conclusion of Seventh (07th) Annual General Meeting held for the financial year 2017-2018 until the conclusion of Ninth (09th) Annual General Meeting of the Company to be held for the financial year 2019-2020 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 Ordinary Resolution as set out under Item No. 04 of the Notice.

ITEM NO. 5:

APPOINTMENT OF Mr. GURURAJ KARAJAGI (DIN: 01330419) AS A DIRECTOR (CATEGORY - NON-EXECUTIVE & NON- INDEPENDENT) OF THE COMPANY: ORDINARY RESOLUTION

Mr. Gururaj Karajagi (DIN 01330419) was appointed as an Additional Director (Category: Non executive & Independent) effective 17th August 2017. Considering his active participation in the ongoing day to day affairs of the Company; it was prudent to change his category to, Additional Director (Category: Non executive & Non -Independent) at the meeting of the Board of Directors held on 23rd October 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, his term expires at the ensuing Seventh (7th) Annual General Meeting of the Company.

The Company has received from Mr. Gururaj Karajagi (DIN 01330419) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; and (ii) intimation in DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Members are requested to approve his appointment as recommended by the Board and mentioned in the Notice convening the Seventh (07th) Annual General Meeting of the Company. Mr. Gururaj Karajagi , if appointed as a Director, shall be liable to retire by rotation. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Gururaj Karajagi to be appointed as Director (Category: Non executive & Independent) as per the provisions of sections 149 and 161 the Companies Act, 2013.

A copy of the letter for appointment of Mr. Gururaj Karajagi (DIN 01330419), as a Director (Category – Non-executive, Non-Independent) of the Company setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Except Mr. Gururaj Karajagi (DIN 01330419), none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The brief profile of Mr. Gururaj Karajagi (DIN 01330419), nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board / Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice.

Disclosure under 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under Institute of Company Secretaries of India (ICSI) Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members at the ensuing Annual General Meeting.

ITEM NO. 6:

Re-APPOINTMENT OF MS. MALLIKA BAJAJ (DIN: 06382457) AS A DIRECTOR (CATEGORY : NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY: SPECIAL RESOLUTION

Ms. Mallika Bajaj (DIN 06382457) was appointed as an Independent Director on the Board of Directors of the Company in the Sixth (6th) Annual General Meeting of the Company held in financial year 2016-2017 to hold office for a period of 1 (One) year effective from Sixth (6th) Annual General Meeting for the financial year 2016-2017 up to the conclusion of Seventh (7th) Annual General Meeting to be held for the financial year 2017-2018.. Her term expires at the ensuing Seventh (7th) Annual General Meeting of the Company .In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a Special Resolution.

Ms. Mallika Bajaj (DIN 06382457), being eligible and offering herself for re-appointment, is proposed to be appointed as an Independent Director for a second term of 2 (Two) years with effect from the conclusion of Seventh (7th) Annual General Meeting to be held for the financial year 2017-2018. A notice proposing her candidature under Section 160 of the Act, has been received from a Member of the Company.

In the opinion of the Board, Ms. Mallika Bajaj (DIN 06382457), fulfils the conditions specified in the Act and rules made there under for his re-appointment as an Independent Director of the Company and is independent of the management. In the Performance Evaluation conducted for the year 2017-18 the performance of Ms. Mallika Bajaj was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from her relevant specialization and expertise. Details on her attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report. The brief profile of Ms. Mallika Bajaj (DIN : 06382457), nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board / Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice.

Copy of the draft letter for re-appointment of Ms. Mallika Bajaj (DIN 06382457), as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board of Directors of your Company recommends the Resolution in relation to appointment of Ms. Mallika Bajaj (DIN 06382457), as an Independent Director, for the approval by the shareholders of the Company as a Special Resolution at the ensuing Annual General Meeting. Except Ms. Mallika Bajaj (DIN: 06382457), none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06.

Disclosure under 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under Institute of Company Secretaries of India (ICSI) Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval of the members at the ensuing Annual General Meeting.

By Order of the Board

CS PREETI PACHERIWALA
COMPANY SECRETARY

(ICSI Membership No. FCS7502)

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

Place: Nagpur

Date: 28th May, 2018



ATTENDANCE SLIP

Seventh (07th) Annual General Meeting on Friday, the 27th July 2018 at 02.30 PM.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional Slips on request

NAME & ADDRESS OF THE SHAREHOLDER(S)

DP ID :
Folio No :
Client ID :
No. of Shares :

I/We record my/our presence at the Seventh (07th) Annual General Meeting of the Company at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India on Friday, the 27th July 2018 at 02.30 PM

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

If Shareholder, Please Sign here

If Proxy, Please Sign here

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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

No. of Shares

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 Seventh (07th) Annual General Meeting of the Company, to be held at the Registered office of the Company situated at "The Ambassador" Hotel, Veer Nariman Road, Churchgate, Mumbai 400020, Maharashtra, India on Friday the 27th July 2018 at 02.30 PM 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	Vote Optional		
		For	Against	Abstain
Ordinary Business:				
1	Approval of Audited Financial Statements (Standalone & Consolidated) of the Company including the Balance Sheet as at 31st March 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March 2018 along with the Auditor's Report and the Boards' Report and Annexure thereof.			
2	Confirmation of Interim Dividend declared / paid and Declaration of Final Dividend for the Financial Year 2017-2018			
3	Appointment of a director in place of Mr. Aditya Bhandari (DIN: 07637316), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
4	Appointment of M/s. S. S. Kothari Mehta & Co., (Firm Registration No. 000756N), Chartered Accountants, New Delhi as the Statutory Auditors of the Company for a second term of two (2) years for the financial year 2018-2019 and 2019-2020			
5	Appointment of Mr. Gururaj Karajagi (DIN: 01330419) as a Director (Category: Non-executive, Non -Independent) of the Company			
6	Re- Appointment of Ms. Mallika Bajaj (DIN: 06382457) as a Director (Category: Non-executive, Independent) of the Company for a second term.			

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 time fixed for commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Serial No.:

BALLOT FORM**(Pl. read carefully the instructions printed overleaf before completing this 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	:	
5.	I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed for the business stated in the Notice of the Seventh (07th) Annual General Meeting of the Company scheduled on Friday, the 27th July 2018 at 02.30 PM, by conveying my / our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:		

Item No	Resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Ordinary Business:				
1	Approval of Audited Financial Statements (Standalone & Consolidated) of the Company including the Balance Sheet as at 31st March 2018, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March 2018 along with the Auditor's Report and the Boards' Report and Annexure thereof.			
2	Confirmation of Interim Dividend declared / paid and Declaration of Final Dividend for the Financial Year 2017-2018			
3	Appointment of a director in place of Mr. Aditya Bhandari (DIN: 07637316), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
4	Appointment of M/s. S. S. Kothari Mehta & Co., (Firm Registration No. 000756N), Chartered Accountants, New Delhi as the Statutory Auditors of the Company for a second term of two (2) years for the financial year 2018-2019 and 2019-202			
5	Appointment of Mr. Gururaj Karajagi (DIN: 01330419) as a Director (Category: Non-executive, Non -Independent) of the Company			
6	Re- Appointment of Ms. Mallika Bajaj (DIN: 06382457) as a Director (Category: Non-executive, Independent) of the Company for a second term.			

Place :
Date :_____
(Signature of Shareholder)

Note:

Kindly read the instructions printed overleaf before filing the form

1. 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 July 29, 2018. Ballot form received thereafter will strictly be treated as if not received.
 2. The Company will not be responsible if the Ballot Form torn, mutilated in any manner.
 3. 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.
 4. 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.
 5. The right of voting by Ballot Form shall not be exercised by a proxy.
 6. 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.
 7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
 8. 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.
 9. 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.
 10. Instructions for e-voting procedure are available in the Notice of 07th Annual General Meeting of the Company
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