

Navneet Education Limited

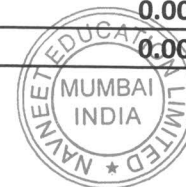
Resolution Required : (Ordinary)

1 - A) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Independent Auditor thereon; and
(B) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 including the Audited Consolidated Balance Sheet as at 31st March, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of Independent Auditor thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 48268117 | 93.83 | 48268117 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 48268117 | 93.83 | 48268117 | 0 | 100.00 | 0.00 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 47138 | 0 | 100.00 | 0.00 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 118469 | 0 | 100.00 | 0.00 |
| Total | | 233558000 | 190713048 | 81.66 | 190713048 | 0 | 100.00 | 0.00 |



| Navneet Education Limited | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 2 - Declaration of dividend for the Financial Year ended 31st March,2017. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 48268117 | 93.83 | 48268117 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 48268117 | 93.83 | 48268117 | 0 | 100.00 | 0.00 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 47138 | 0 | 100.00 | 0.00 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 118469 | 0 | 100.00 | 0.00 |
| Total | | 233558000 | 190713048 | 81.66 | 190713048 | 0 | 100.00 | 0.00 |



| Navneet Education Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 3 - Re-appointment of Shri Shailendra J. Gala (DIN:00093040) as a Director, liable to retire by rotation and being eligible offers himself for re-appointment. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 134758129 | 93.39 | 134758129 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 134758129 | 93.39 | 134758129 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 48268117 | 93.83 | 48231861 | 36256 | 99.92 | 0.08 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 48268117 | 93.83 | 48231861 | 36256 | 99.92 | 0.08 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 47138 | 0 | 100.00 | 0.00 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 118469 | 0 | 100.00 | 0.00 |
| Total | | 233558000 | 183144715 | 78.42 | 183108459 | 36256 | 99.98 | 0.02 |



| Navneet Education Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 4 - Re-appointment of Shri Atul J. Shethia(DIN:00094108) as a Director, liable to retire by rotation and being eligible offers himself for re-appointment. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 48268117 | 93.83 | 48231861 | 36256 | 99.92 | 0.08 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 48268117 | 93.83 | 48231861 | 36256 | 99.92 | 0.08 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 47138 | 0 | 100.00 | 0.00 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 118469 | 0 | 100.00 | 0.00 |
| Total | | 233558000 | 190713048 | 81.6555 | 190676792 | 36256 | 99.98 | 0.02 |



| Navneet Education Limited | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 5 - Re-appointment of Shri Kamlesh S. Vikamsey (DIN:00059620) as a Director, liable to retire by rotation and being eligible offers himself for re-appointment. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 44740555 | 86.97 | 44672086 | 68469 | 99.85 | 0.15 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 44740555 | 86.97 | 44672086 | 68469 | 99.85 | 0.15 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 47138 | 0 | 100.00 | 0.00 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 118469 | 0 | 100.00 | 0.00 |
| Total | | 233558000 | 187185486 | 80.15 | 187117017 | 68469 | 99.96 | 0.04 |



| Navneet Education Limited | | | | | | | | |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary) | | | 6 - Appointment of M/s. N. A. Shah Associates LLP, Chartered Accountants as Statutory Auditors of the Company and approve their remuneration. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 48268117 | 93.83 | 48253429 | 14688 | 99.97 | 0.03 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 48268117 | 93.83 | 48253429 | 14688 | 99.97 | 0.03 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 47138 | 0 | 100.00 | 0.00 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 118469 | 0 | 100.00 | 0.00 |
| Total | | 233558000 | 190713048 | 81.66 | 190698360 | 14688 | 99.99 | 0.01 |



| Navneet Education Limited | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special) | | | 7 - Consent of members under Section 20 of the Companies Act,2013 to charge fees to member requesting the Company to serve document through a particular mode. | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 144301036 | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 142326462 | 98.63 | 142326462 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 51441259 | 48268117 | 93.83 | 44740555 | 3527562 | 92.69 | 7.31 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 48268117 | 93.83 | 44740555 | 3527562 | 92.69 | 7.31 |
| Public Non Institutions | E-Voting | 37815705 | 47138 | 0.12 | 35808 | 11330 | 75.96 | 24.04 |
| | Poll | | 71331 | 0.19 | 71331 | 0 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 118469 | 0.31 | 107139 | 11330 | 90.44 | 9.56 |
| Total | | 233558000 | 190713048 | 81.66 | 187174156 | 3538892 | 98.14 | 1.86 |



REPORT OF SCRUTINIZER (E- voting)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014]

August 3, 2017

Shri. Kamlesh Vikamsey, Chairman
31st Annual General Meeting of
the members of Navneet Education Limited

Dear Sir,

1. I, CS Sunil M. Dedhia of Sunil M. Dedhia & Co., Company Secretaries, having office at 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, was appointed as a Scrutinizer, inter alia, for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the agenda items including resolutions thereof contained in the notice convening 31st Annual General Meeting of Navneet Education Limited ("the Company") to be held on the 3rd day of August, 2017 at 3:30 p.m. at P. L. Deshpande Maharashtra Kala Academy, Mini Theatre, 3rd Floor, Ravindra Natya Mandir, Sayani Road, Mumbai-400025 (AGM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. In this regard, I submit my report as under:-
 - a. The e-voting period remained open from 31st July, 2017 (9.00 a.m.) to 2nd August, 2017 (5.00 p.m.).
 - b. The shareholders holding shares as on the "cut off" date i.e. 28th July, 2017 were entitled to vote on the proposed resolutions for item Nos. 1 to 7 as set out in the Notice of the 31st AGM of Navneet Education Limited.

[Handwritten signature]

Sunil Dedhia



[Handwritten signature]

- c. The votes were unblocked on 3rd August, 2017, in the presence CS Manisha Gaikwad and CS Pooja Bagwe at Mumbai, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

| Name | Signature |
|----------------------|---|
| CS Manisha Wakchaure |  |
| CS Pooja Bagwe |  |

4. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", or "against" each of the resolutions that were put to vote, were downloaded from the e-voting website of CSDL (www.evotingindia.com) and based on such reports generated, the result of the e-voting is as under:

Resolution 1: Ordinary resolution for adoption of Financial Statements (including consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 including the reports of the Board of Directors' and Auditors' thereon.

- (i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 159 | 190641717 | 100 |

- (ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| NIL | NIL | NIL |

- (iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

Resolution 2: Ordinary resolution for declaration of dividend for the Financial Year ended 31st March, 2017

- (i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 159 | 190641717 | 100 |



(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

Resolution 3: Ordinary resolution for appointment of Shri Shailendra J. Gala, Director retiring by rotation.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 144 | 183037128 | 99.98 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 1 | 36256 | 0.02 |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

Resolution 4: Ordinary resolution for appointment of Shri Atul J. Shethia, Director retiring by rotation.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 158 | 190605461 | 99.98 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 1 | 36256 | 0.02 |



Sunil Dedhia



(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution 5: Ordinary resolution for appointment of Shri Kamlesh S. Vikamsey, Director retiring by rotation.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 153 | 187045686 | 99.96 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 3 | 68469 | 0.04 |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution 6: Ordinary resolution for appointment of Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution:

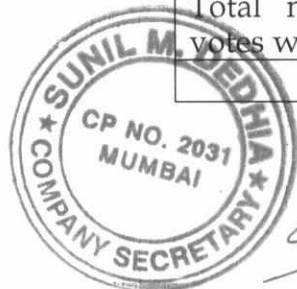
| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 158 | 190627029 | 99.99 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 1 | 14688 | 0.01 |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



Sunil Dedhia

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Resolution 7: Ordinary resolution for consent for charging fee from members upon request for delivery of document by a specific mode.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 154 | 187102825 | 98.14 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|----------------------------|-----------------------------------|--|
| 5 | 3538892 | 1.86 |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For **SUNIL M. DEDHIA & CO.**
COMPANY SECRETARIES

Sunil Dedhia

SUNIL M. DEDHIA
PROPRIETOR
FCS 3483 C.P. NO. 2031
Mumbai, Dated August 3, 2017



For NAVNEET EDUCATION LIMITED

Kamha - m h

CHAIRMAN

FORM No. MGT-13

Report of Scrutinizer(s) - on POLL

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

August 3, 2017

Shri. Kamlesh Vikamsey, Chairman
31st Annual General Meeting of
the members of Navneet Education Limited

Dear Sir,

I, CS Sunil M. Dedhia of Sunil M. Dedhia & Co., Company Secretaries, having office at 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, appointed as Scrutinizer, inter alia, for the purpose of the poll taken on the below mentioned resolution(s), at 31st Annual General Meeting of Navneet Education Limited ("the Company") held on the 3rd day of August, 2017 at 3:30 p.m. at P. L. Deshpande Maharashtra Kala Academy, Mini Theatre, 3rd Floor, Ravindra Natya Mandir, Sayani Road, Mumbai-400025 (AGM), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I/We did not find any poll papers invalid.

Sunil Dedhia



4. The result of the Poll is as under:

Item / Resolution No. 1: Ordinary resolution for adoption of Financial Statements (including consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 including the reports of the Board of Directors' and Auditors' thereon.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members (in person or proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 2 | 3300 |

Item / Resolution No. 2: Ordinary resolution for declaration of dividend for the Financial Year ended 31st March, 2017

(i) Voted **in favour** of the resolution:

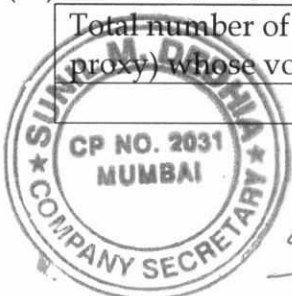
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members (in person or proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 2 | 3300 |



Sunil Dedhia
2



Item / Resolution No. 3: Ordinary resolution for appointment of Shri Shailendra J. Gala, Director retiring by rotation(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members (in person or proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 2 | 3300 |

Resolution 4: Ordinary resolution for appointment of Shri Atul J. Shethia, Director retiring by rotation.(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 2 | 3300 |



Sunil Dedhia



Resolution 5: Ordinary resolution for appointment of Shri Kamlesh S. Vikamsey, Director retiring by rotation.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 2 | 3300 |

Item / Resolution No. 6: Ordinary resolution for appointment of Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members (in person or proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 2 | 3300 |



Sunil Dedhia



Resolution 7: Ordinary resolution for consent for charging fee from members upon request for delivery of document by a specific mode.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 23 | 71331 | 100 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of votes casted by them | % of total number of valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| NIL | NIL | NIL |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 2 | 3300 |

5. Lists of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For **SUNIL M. DEDHIA & CO.**
COMPANY SECRETARIES

Sunil Dedhia

SUNIL M. DEDHIA
PROPRIETOR
FCS 3483 C.P. NO. 2031
Mumbai, Dated August 3, 2017



For **NAVNEET EDUCATION LIMITED**

Kamha - nkhz

CHAIRMAN

Encl: Annexure

REPORT OF SCRUTINIZER (Combined)

August 3, 2017

To:

Shri. Kamlesh Vikamsey, Chairman
31st Annual General Meeting of
the members of Navneet Education Limited

Dear Sir,

1. I, CS Sunil M. Dedhia of Sunil M. Dedhia & Co., Company Secretaries, having office 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portuguese Church, Dadar(W), Mumbai - 400028, was appointed as a Scrutinizer, for the agenda items including resolutions thereof contained in the notice convening 31st Annual General Meeting of Navneet Education Limited ("the Company") to be held on the 3rd day of August, 2017 at 3:30 p.m. at P. L. Deshpande Maharashtra Kala Academy, Mini Theatre, 3rd Floor, Ravindra Natya Mandir, Sayani Road, Mumbai-400025 (AGM), by:
 - (i) the Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules); and
 - (ii) the Chairman of the AGM on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e- voting and poll on the resolutions contained in the Notice to the 31st AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and also at the time of poll (through electronic means) at AGM.

Sunil Dedhia



3. I have issued separate Scrutinizer's Report dated August 3, 2017 on the e- voting and Scrutinizer's Report dated August 3, 2017 on the poll on the resolutions contained in the notice to 31st the AGM of the Company. As requested by management submit herewith my combined report on the results of e-voting together with that of Poll as under.-

| Item/ Resolution No. of Notice | Votes in favour of the Resolution | | Votes against the Resolution | | Invalid votes |
|---|-----------------------------------|--|------------------------------|--|---------------|
| | Nos. | % of total number of valid votes | Nos. | % of total number of valid votes | Nos. |
| 1 | 190713048 | 100.00 | 0 | 0 | 3300 |
| 2 | 190713048 | 100.00 | 0 | 0 | 3300 |
| 3 | 183108459 | 99.98 | 36256 | 0.02 | 3300 |
| 4 | 190676792 | 99.98 | 36256 | 0.02 | 3300 |
| 5 | 187117017 | 99.96 | 68469 | 0.04 | 3300 |
| 6 | 190698360 | 99.99 | 14688 | 0.01 | 3300 |
| 7 | 187174156 | 98.14 | 3538892 | 1.86 | 3300 |

4. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For **SUNIL M. DEDHIA & CO.**
COMPANY SECRETARIES

Sunil Dedhia

SUNIL M. DEDHIA
PROPRIETOR

FCS 3483 C.P. NO. 2031

Mumbai, Dated August 3, 2017



For **NAVNEET EDUCATION LIMITED**

Kamla - n k

CHAIRMAN