

## Navneet Education Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the : (a) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 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, 2016 including the Audited Consolidated Balance Sheet as at 31st March, 2016 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	147217500	145513011	98.8422	145513011	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		145513011	98.8422	145513011	0	100.0000	0.0000
Public Institutions	E-Voting	51942376	37425512	72.0520	37425512	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37425512	72.0520	37425512	0	100.0000	0.0000
Public Non Institutions	E-Voting	39055124	18408	0.0471	18408	0	100.0000	0.0000
	Poll		18247	0.0467	14997	3250	82.1889	17.8111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36655	0.0938	33405	3250	91.1335	8.8665
Total		238215000	182975178	76.8109	182971928	3250	99.9982	0.0018



## Navneet Education Limited

Resolution Required : (Ordinary)			2 - Re-appointment of Shri Bipin A. Gala (DIN : 00846625) as a Director, liable to retire by rotation and, being eligible, offers himself for reappointment.					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	147217500	137746504	93.5667	137746504	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		137746504	93.5667	137746504	0	100.0000	0.0000
Public Institutions	E-Voting	51942376	37425512	72.0520	37425512	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37425512	72.0520	37425512	0	100.0000	0.0000
Public Non Institutions	E-Voting	39055124	18408	0.0471	18408	0	100.0000	0.0000
	Poll		18247	0.0467	14997	3250	82.1889	17.8111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36655	0.0938	33405	3250	91.1335	8.8665
Total		238215000	175208671	73.5506	175205421	3250	99.9981	0.0019



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## Navneet Education Limited

Resolution Required : (Ordinary)			3 - Re-appointment of Shri Anil D. Gala (DIN : 00092952) as a Director, liable to retire by rotation and, being eligible, offers himself for reappointment					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	147217500	135128218	91.7881	135128218	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>135128218</b>	<b>91.7881</b>	<b>135128218</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	51942376	35349885	68.0560	29728246	5621639	84.0972	15.9028
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35349885</b>	<b>68.0560</b>	<b>29728246</b>	<b>5621639</b>	<b>84.0972</b>	<b>15.9028</b>
Public Non Institutions	E-Voting	39055124	18408	0.0471	18408	0	100.0000	0.0000
	Poll		18247	0.0467	14997	3250	82.1889	17.8111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>36655</b>	<b>0.0938</b>	<b>33405</b>	<b>3250</b>	<b>91.1335</b>	<b>8.8665</b>
<b>Total</b>		<b>238215000</b>	<b>170514758</b>	<b>71.5802</b>	<b>164889869</b>	<b>5624889</b>	<b>96.7012</b>	<b>3.2988</b>



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## Navneet Education Limited

Resolution Required : (Ordinary)			4 - Ratification of appointment of M / s. GBCA & Associates, Chartered Accountants as Auditors of the Company until the conclusion of thirty-first AGM 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	147217500	145513011	98.8422	145513011	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>145513011</b>	<b>98.8422</b>	<b>145513011</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	51942376	37425512	72.0520	36295846	1129666	96.9816	3.0184
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37425512</b>	<b>72.0520</b>	<b>36295846</b>	<b>1129666</b>	<b>96.9816</b>	<b>3.0184</b>
Public Non Institutions	E-Voting	39055124	18408	0.0471	18408	0	100.0000	0.0000
	Poll		18247	0.0467	14997	3250	82.1889	17.8111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>36655</b>	<b>0.0938</b>	<b>33405</b>	<b>3250</b>	<b>91.1335</b>	<b>8.8665</b>
<b>Total</b>		<b>238215000</b>	<b>182975178</b>	<b>76.8109</b>	<b>181842262</b>	<b>1132916</b>	<b>99.3808</b>	<b>0.6192</b>

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**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 23, 2016

Shri. Kamlesh Vikamsey, Chairman  
30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting of Navneet Education Limited ("the Company") to be held on the 23<sup>rd</sup> day of August, 2016 at 3:30 p.m. at P. L. Deshpande Maharashtra Kala Academy, Mini Theatre, 3<sup>rd</sup> 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 20<sup>th</sup> August, 2016 (10.00 a.m.) to 22<sup>nd</sup> August, 2016 (6.00 p.m.).
  - b. The shareholders holding shares as on the "cut off" date i.e. 16<sup>th</sup> August, 2016 were entitled to vote on the proposed resolutions for Item Nos. 1 to 4 as set out in the Notice of the 30<sup>th</sup> AGM of Navneet Education Limited.

*Sunil Dedhia*



*Sp*



- c. The votes were unblocked on 23<sup>rd</sup> August, 2016, in the presence CS Manisha Gaikwad and CS Megha Shah 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  
CS Manisha Wakchaure

Signature

*MR. Walechaure*

CS Megha Shah

*M. N. Shah*

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](http://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 31<sup>st</sup> March, 2016 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
118	182956931	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	Not applicable

- (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 2:** Ordinary resolution for appointment of Shri Bipin A. 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
110	175190424	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	Not applicable

(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 Anil D.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
102	164874872	96.70

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
3	5621639	3.30

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 4:** Ordinary resolution for ratifying 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
114	181827265	99.38

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
4	1129666	0.62

(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 23, 2016



For NAVNEET EDUCATION LIMITED

*Kamla - V. K.*

CHAIRMAN

Encl: Annexure



**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 23, 2016

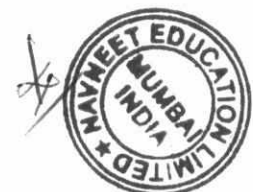
Shri. Kamlesh Vikamsey, Chairman  
30<sup>th</sup> Annual General Meeting of  
the members of Navneet Education Limited

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 30<sup>th</sup> Annual General Meeting of Navneet Education Limited ("the Company") held on the 23rd day of August, 2016 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 of the Company for the year ended 31<sup>st</sup> March, 2016 (including consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2016 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
15	14997	82.19

(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
1	3250	17.81

(iii) Invalid Votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Item / Resolution No. 2:** Ordinary resolution for appointment of Shri Bipin A. 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
15	14997	82.19

(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
1	3250	17.81

*Sunil Dedhia*



## (iii) Invalid Votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Item / Resolution No. 3:** Ordinary resolution for appointment of Shri Anil D.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
15	14997	82.19

(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
1	3250	17.81

## (iii) Invalid Votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Item / Resolution No. 4:** Ordinary resolution for ratifying 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
15	14997	82.19

*Sunil Dedhia*



(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
1	3250	17.81

(iii) Invalid Votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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 23, 2016



For NAVNEET EDUCATION LIMITED

*Kamla - Nher*

CHAIRMAN

Encl: Annexure

**REPORT OF SCRUTINIZER (Combined)**

August 23, 2016

To:  
Shri. Kamlesh Vikamsey, Chairman  
30<sup>th</sup> 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 Portugese Church, Dadar(W), Mumbai - 400028, was appointed as a Scrutinizer, for the agenda items including resolutions thereof contained in the notice convening 30th Annual General Meeting of Navneet Education Limited ("the Company") to be held on the 23rd day of August, 2016 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 30th 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 23, 2016 **on the e- voting** and Scrutinizer's Report dated August 23, 2016 **on the poll** on the resolutions contained in the notice to 30<sup>th</sup> 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	182971928	99.998	3250	0.002	Nil
2	175205421	99.998	3250	0.002	Nil
3	164889869	96.70	5624889	3.30	Nil
4	181842262	99.38	1132916	0.62	Nil

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 23, 2016



For NAVNEET EDUCATION LIMITED

*Kamhar - rhu2*

CHAIRMAN