



Knowledge is wealth

NEL/BSE/58/2017

10<sup>th</sup> July,2017

**Corporate Relationship Department**  
**Bombay Stock Exchange Ltd.**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort, Mumbai - 400 001

Sirs,

**Ref : Scrip Code : 508989**

**Sub: Notice of 31<sup>st</sup> Annual General Meeting**

Pursuant to Regulation 30 of the SEBI ( Listing Obligations and Disclosure Requirments) Regulations,2015.please find enclosed herewith Notice of the 31<sup>st</sup> Annual General Meeting of the Company scheduled to be held on Thursday, 3rd August, 2017 at 3.30 p.m. at P.L.Deshpande Maharashtra Kala Academy, Mini Theatre, 3rd Floor, Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai – 400 025.

Kindly acknowledge.

Thanking you,


Yours faithfully,  
**FOR NAVNEET EDUCATION LIMITED**

  
**AMIT D. BUCH**  
**COMPANY SECRETARY**

Encl : As above

**NAVNEET EDUCATION LIMITED**

CIN : L22200MH1984PLC034055

Navneet Bhavan, Bhavani Shan̄kar Road, Dadar (W), Mumbai 400 028. India  
Tel.: 022 6662 6565 • Fax: 022 6662 6470 • email: npil@navneet.com • www.navneet.com • /navneet.india

## Notice

**NOTICE** is hereby given that the Thirty First Annual General Meeting of the Members of Navneet Education Limited will be held on Thursday, 3<sup>rd</sup> August, 2017 at 3.30 p.m. at P.L.Deshpande Maharashtra Kala Academy, Mini Theatre, 3<sup>rd</sup> Floor, Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai – 400 025 to transact the following business:

### ORDINARY BUSINESS

- 1) To receive, consider and adopt the :
  - (a) Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and Independent Auditors thereon; and
  - (b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 including the Audited Consolidated Balance Sheet as at 31<sup>st</sup> March, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Report of Independent Auditors thereon.
- 2) To declare dividend for the Financial Year ended 31<sup>st</sup> March, 2017.
- 3) To appoint a Director in place of Shri Shailendra J. Gala (DIN:00093040), who retires by rotation, and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Shri Atul J. Shethia (DIN:00094108), who retires by rotation, and being eligible, offers himself for re-appointment.
- 5) To appoint a Director in place of Shri Kamlesh S. Vikamsey (DIN:00059620), who retires by rotation, and being eligible, offers himself for re-appointment.
- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to the provisions of Sections 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint M/s. N.A. Shah Associates LLP, Chartered Accountants (Firm Registration No. 116560W/W100149) as Statutory Auditors of the Company, to hold office from the conclusion of this 31<sup>st</sup> Annual General Meeting(AGM) till the conclusion of the 36<sup>th</sup> AGM (subject to ratification of re-appointment by the members at every AGM held after this AGM) of the Company at a remuneration as may be agreed upon by the Board of Directors and M/s. N. A. Shah Associates LLP plus applicable taxes and reimbursement of travelling and out of pocket expenses, if any, as may be incurred by them for the purpose of the Audit.”

### SPECIAL BUSINESS

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :  
**“RESOLVED THAT** pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder consent of the Company be and is hereby accorded to the Board of Directors to charge from the member such fees in advance equivalent to estimated actual expenses for delivery of documents by the Company through a particular mode only as prescribed under the said Act if any written request is made by such member in this regard provided such request along with requisite fees has been duly received by the Company at least 10(ten) days in advance of dispatch of documents by the Company to such member.  
**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient for the purpose aforesaid.”

### NOTES:

- [A] A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
- [B] An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details of special business to be transacted at the Annual General Meeting is annexed hereto.
- [C] Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking re-appointment at the Annual General Meeting are as mentioned on Page no. 17 and 18 of the Annual Report.

## Notice

- [D] Corporate members are requested to send a certified true copy of the Board resolution authorising their representatives to attend and vote at the Annual General Meeting.
- [E] The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 27<sup>th</sup> July, 2017 to Thursday, 3<sup>rd</sup> August, 2017 (both days inclusive) for the purpose of Annual General Meeting and for determining entitlement for payment of dividend.
- [F] The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid by 30<sup>th</sup> August, 2017 to those persons :
- (a) whose names appear as Beneficial Owners as at the end of business hours on 26<sup>th</sup> July, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. in respect of Shares held in electronic / demat form; and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agents M/s Link Intime India Pvt. Ltd. on or before 26<sup>th</sup> July, 2017.
- [G] The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / its Registrar and Share Transfer Agents M/s Link Intime India Pvt. Ltd.
- [H] Change of Address / Bank details: Members holding shares in physical form are requested to inform the Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Ltd. immediately of any change in their address and bank details. Members holding shares in dematerialised forms are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records which would help the Company to provide efficient and better service to the Members.
- [I] Members holding shares in dematerialised form are requested to provide their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) with their Depository Participants. Members holding shares in physical form are requested to provide their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) along with their Folio Number to Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Ltd.
- [J] Pursuant to provisions of Section 205A and 205C of the Companies Act, 2013, the amount of dividend remaining unclaimed as unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to "Investor Education and Protection Fund "(IEPF) of the Central Government. Accordingly, the Company has transferred unclaimed or unpaid amounts of interim dividend for the Financial Year 2008-09 and final dividend for the Financial Year 2009-10 to IEPF. Dividend declared by the Company thereafter, is still lying in the respective unpaid dividend accounts of the Company. Members who have not yet encashed these dividend(s) are requested to contact Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Ltd. Unclaimed Interim dividend for the Financial Year 2010-11 is due for transfer to IEPF in August 2017.
- [K] Members desiring any information, as regards the Annual Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting to enable the Management to keep the information ready.
- [L] The Company is concerned about the environment. We request you to update your e-mail address with your Depository Participants to enable us to send you communications via e-mail. Members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail address to Link Intime India Pvt. Ltd. by sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company at [investors@navneet.com](mailto:investors@navneet.com).
- [M] Copies of the Annual Report for 2016-17 are being sent by electronic mode only to all the members whose e-mail address is registered with the Company/Depository Participants for communication purposes unless any member has

## Notice

requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2016-2017 are being sent by the permitted mode.

- [N] Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Annual General Meeting.
- [O] In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being **Friday, 28th July, 2017** to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). Details of the process and manner of e-voting is being sent to all the members along with the Annual General Meeting Notice.
- [P] In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the Members, the Chairman may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the Annual General Meeting Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Companies Act, 2013. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Rules made thereunder.
- [Q] The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company [www.navneet.com](http://www.navneet.com) within two (2) days of passing of the resolutions and communication of the same to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

[R] **Voting through electronic means :**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) :

The instructions for e-voting are as under :

**A.** In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "NAVNEET EDUCATION LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - (a) For CDSL: 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](http://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 follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	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 sequence number which is printed on your registered address sticker in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

## Notice

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio No. in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 CDSL 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 “NAVNEET EDUCATION LIMITED”.
- (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) **Note for Non-individual Shareholders and Custodians :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user using the admin login and password who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. In case of members receiving the physical copy:**
- (i) Please follow all steps from sl. no. (i) to (xvii) above to cast vote.
- (ii) The voting period begins on Monday, 31st July, 2017 (9:00 a.m.) and ends on Wednesday, 2nd August, 2017 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date)-Friday, 28th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. **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.**
3. 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](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. CS Sunil M. Dedhia (COP No.2031), Proprietor of Sunil M. Dedhia & Co., Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
6. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.navneet.com](http://www.navneet.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE and NSE.

#### ANNEXURE TO NOTICE

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the business mentioned at Item No. 7 of the accompanying Notice.

#### ITEM NO. 7 :

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served by the Company on any member by sending to him/her/it by post or by registered post or by speed post or by electronic mode or by courier or by any other mode as may be prescribed. Further, a member may make request to the Company for delivery of any document through a particular mode by paying such fees in advance as may be determined by the Company in its Annual General Meeting. It is thus proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode may be charged if any request has been made by any member for delivery of such documents through a particular mode only as prescribed under the said Act to be taken /received in advance to cover the cost of such delivery.

Accordingly, an enabling resolution is recommended at Item No. 7 of the accompanying Notice for your approval as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

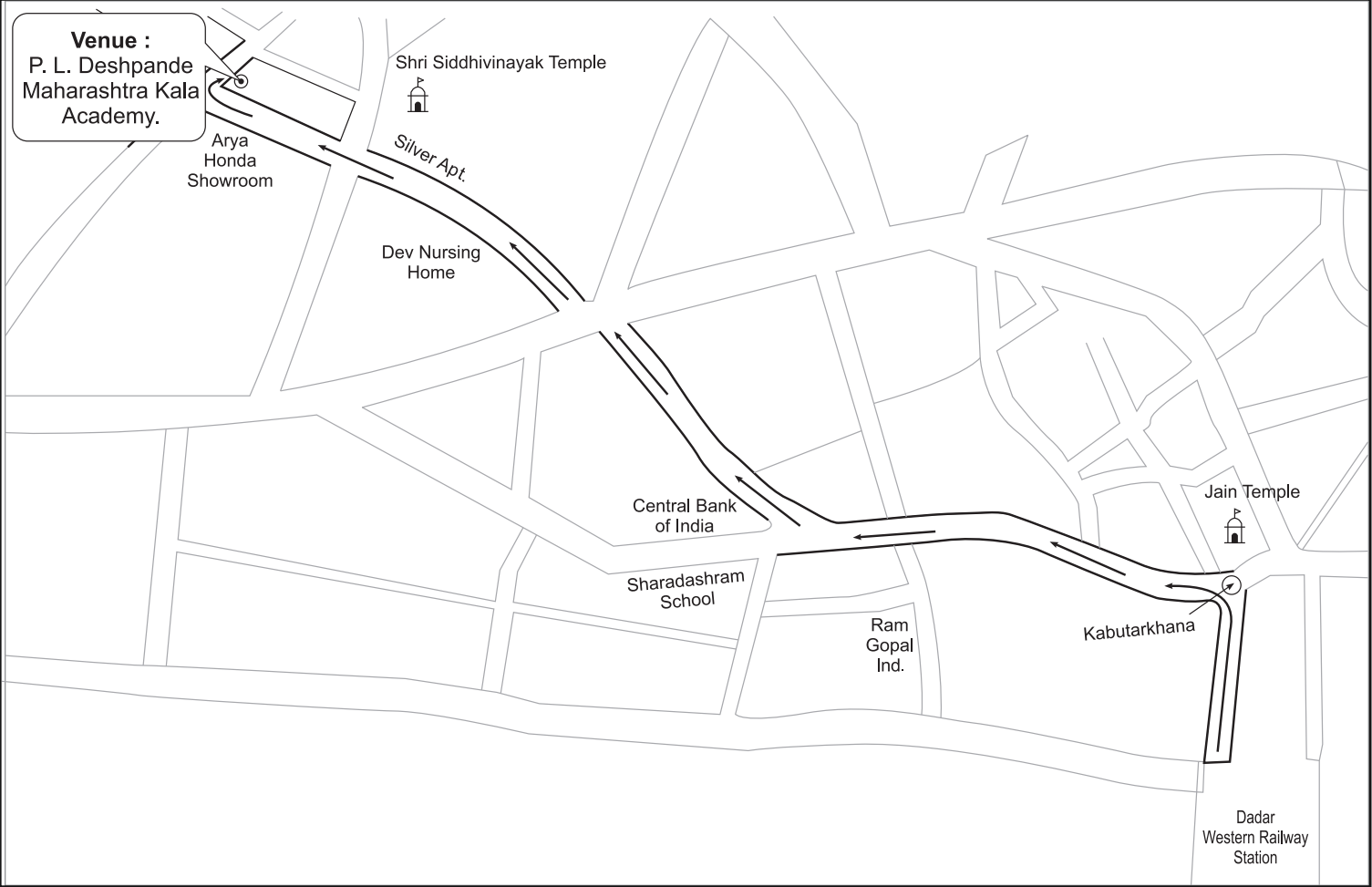
#### Registered Office :

Navneet Bhavan,  
Bhavani Shankar Road,  
Dadar (West),  
Mumbai - 400028  
Date: 26th May, 2017

#### By Order of the Board of Directors

Sd/-  
**Amit D. Buch**  
Company Secretary

# ROAD MAP OF 31ST AGM



NEAREST RAILWAY STATION - DADAR (WEST)

LANDMARK - RAVINDRA NATYA MANDIR

# NAVNEET EDUCATION LIMITED

CIN : L22200MH1984PLC034055

Registered Office : Navneet Bhavan, Bhavani Shankar Road, Dadar (West), Mumbai - 400 028.

e-mail : investors@navneet.com website : www.navneet.com

## ATTENDANCE SLIP

31<sup>st</sup> Annual General Meeting 3rd day of August, 2017

Registered Folio :

DP ID :

Client ID :

Number of shares held :

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company at P. L. Deshpande Maharashtra Kala Academy, Mini Theatre, 3rd Floor, Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400025 on 3<sup>rd</sup> August, 2017 at 3:30 p.m.

\_\_\_\_\_  
(Member's/Proxy's Name in Block Letters)

\_\_\_\_\_  
(Member's/Proxy's Signature)

**Note** : Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

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# NAVNEET EDUCATION LIMITED

CIN : L22200MH1984PLC034055

Registered Office : Navneet Bhavan, Bhavani Shankar Road, Dadar (West), Mumbai - 400 028.

e-mail : investors@navneet.com website : www.navneet.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

31<sup>st</sup> Annual General Meeting 3rd day of August, 2017

Name of the Member(s) : .....

Registered address : .....

E-mail Id : .....

Folio No./Client ID :

DP ID :

I/We, being the member(s) holding ..... shares of the above named Company, hereby appoint :

- Name : ..... Address : .....  
E-mail Id : ..... Signature : ..... or failing him/her;
- Name : ..... Address : .....  
E-mail Id : ..... Signature : ..... or failing him/her;
- Name : ..... Address : .....  
E-mail Id : ..... Signature : ..... or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Thursday, 3rd August, 2017 at 3:30 p.m. at P. L. Deshpande Maharashtra Kala Academy, Mini Theatre, 3rd Floor, Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400025 and at any adjournment thereof in respect of such resolutions as are indicated below :

PTO



Resolution Number	Description	For	Against
<b>Ordinary Business</b>			
1	Receive, consider and adopt the : (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.		
2	Declaration of dividend for the Financial Year ended 31st March, 2017.		
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.		
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.		
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.		
6	Appointment of M/s. N. A. Shah Associates LLP, Chartered Accountants as Statutory Auditors of the Company and approve their remuneration.		
<b>Special Business</b>			
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.		

Signed this ..... day of ..... 2017. Signature of shareholder .....

Signature of Proxy holder(s) .....



**NOTE :**

- The 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 commencement of the meeting.**
- A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company. Further, a Member holding more than ten per cent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.