



Knowledge is wealth

October 25, 2018

~~National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex Mumbai
Kind Attn: Manager, Listing Department
Scrip Code: : NAVNETEDUL~~

~~BSE Limited
P. J. Towers, Dalal Street Mumbai .
Kind Attn: General Manager,
Department of Corporate Services
Symbol : 508989~~

Dear Sir/ Madam,

Re: Buyback of 46,87,500 (Forty Six Lakhs Eighty Seven Thousand Five Hundred) Equity Shares of Rs.2/- each of Navneet Education Limited ("Company") in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buyback Regulations") through tender route ("Buyback").

Sub: Report on extinguishment of Equity Shares

We wish to inform you that the Company has extinguished 46,87,500 equity shares bought back under the Buyback, details whereof are given below as per the specified format:

Report extinguishment of Equity Shares

Reconciliation of equity share capital of the Company (Pre and Post extinguishment) as on October 23, 2018			
Sr No.	Particulars	No. of equity shares	Equity share capital (Rs)
1	Paid up share capital (Pre Extinguishment)	23,35,58,000	46,71,16,000
2	Equity shares extinguished*	46,87,500	93,75,000
3	Paid up share capital (Post Extinguishment)	22,88,70,500	45,77,41,000

**includes 46,86,499 equity shares in dematerialised form extinguished from the records of depositories and 1,001 equity shares in physical form extinguished upon destruction of physical certificate.*

Also please find attached herewith letter received from NSDL for the extinguishment of equity shares bought back in dematerialized form and extinguishment certificate for equity shares bought back in physical form by the Company under the Buyback.

Further, we hereby confirm that the extinguishment was done in compliance with the Buyback Regulations.

Kindly take above on record.

Thanking You

Yours Faithfully,

For Navneet Education Limited



Amit D Buch
Company Secretary

Encl: As above

NAVNEET EDUCATION LIMITED

CIN: L22200MH1984PLC034055

Navneet Bhavan, Bhavani Shankar Road, Dadar (W), Mumbai 400 028. India

Tel.: 022 6662 6565 • Fax: 022 6662 6470 • email: nel@navneet.com • www.navneet.com • /navneet.india

Certificate No. 183 / 2018-19

To,
The Board of Directors,
Navneet Education Limited

Statutory Auditor's Certificate as regards to extinguishment of shares bought back on completion of buyback on 16th October 2018

1. This certificate is issued in accordance with the terms of our engagement letter dated October 22, 2018.
2. In connection with the buyback of Equity Shares by Navneet Education Limited ('the Company') in pursuance of the Regulation 12 of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended ('the SEBI Buyback Regulations'); we have been requested by the company to confirm that the physical share certificates and shares held in demat have been extinguished / destroyed within 7 days from completion of buyback.

Management's Responsibility

3. The compliance with the Regulation 12 of SEBI Buyback Regulations is the responsibility of the Management of the Company, including the preparation and maintenance of all other relevant supporting records and documents. Management's responsibility also includes obtaining confirmations from National Securities Depository Limited ('NSDL'). Also compliance with sub-section (9) of Section 68 of the Companies Act, 2013 for maintenance of records on extinguishment of shares is the responsibility of the management.

Auditor's Responsibility

4. Pursuant to the requirements of the Regulation 12 of SEBI Buyback Regulations, it is our responsibility to confirm that the company has extinguished / destroyed the physical share certificates and shares held in demat within 7 days from completion of buyback.
5. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



N. A. SHAH ASSOCIATES LLP

Chartered Accountants

Certificate No. 183 / 2018-19

Conclusion

7. We refer to the attached certificate of 'Extinguishment of Equity Shares Bought Back' by the Company which is prepared in compliance with the requirements of Regulation 12 of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended. We confirm that the physical share certificates, as listed in the attached certificate, have been extinguished / destroyed in the presence of our representative on 23rd October 2018 at the registered office of the Company. Shares bought back in demat form are extinguished on 22nd October 2018 through the depository namely NSDL as per their confirmation for extinguishment of demat shares enclosed to the attached certificate.

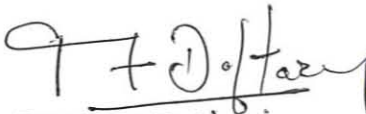
Restriction on use

8. This certificate is intended solely in connection with the extinguishment of equity shares bought back by the Company and can be used only by the Company and shall be submitted to merchant banker, registrar to the Buyback, stock exchanges and SEBI. The same should not be used other than for the purpose it has been taken by the Company without our written consent.

For N. A. Shah Associates LLP

Chartered Accountants

Firm's Registration No: 116560W / W100149



Prashant Daftary

Partner

Membership No: 117080

Place: Mumbai

Date: 23rd October 2018

**Certificate of Extinguishment of Equity Shares Bought back by
Navneet Education Limited ("the Company")**

This certificate is being issued in compliance with the requirements of Regulation 12 of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended.

With reference to the Public Announcement dated August 22, 2018 which was published on August 23, 2018 and the Letter of Offer dated September 14, 2018, the tendering period for the Buy-back of equity shares of face value of Rs. 2/- each fully paid-up ("the Equity Shares") opened on September 24, 2018 and closed on October 08, 2018 ("the Tendering Period").

The following are the details of the Equity Shares bought back by the Company during the said Tendering Period and destroyed / extinguished:

(A) Equity Shares in Dematerialised Form:

Name of the Depository Participant and DP ID	Client ID	Date of Extinguishment	Number of Equity shares extinguished
Ghalla Bhansali Stock Brokers Private Limited [DP ID - IN301854]	10114689	October 22, 2018	4,686,499
Total (A)			4,686,499

Note: Confirmation from NSDL dated October 22, 2018 for extinguishment of Equity Shares in dematerialised form is enclosed for your reference.

(B) Equity Shares in Physical Form:

Registered Folio No.	Certificate No.	Distinctive Nos.	Date of Extinguishment	Number of Equity shares extinguished / destroyed
		(both inclusive)		
R002326	6695	3249026 - 3249716	October 23, 2018	691
R002327	6697	3438406 - 3438487	October 23, 2018	82
S003231	6699	633086 - 633184	October 23, 2018	99
B000394	6701	456759 - 456887	October 23, 2018	129
Total (B)				1,001

(C) Total Number of Equity Shares Extinguished / Destroyed:

Total Number of equity shares extinguished / destroyed (A) + (B)	46,87,500
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It is certified that the above Equity Shares of the Company were extinguished / destroyed in compliance with, and according to the provisions of Regulation 12 of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended.

Also refer attached herewith our certificate no. 183/2018-19 dated 23rd October, 2018

For **N. A. Shah Associates LLP**
Chartered Accountants
Firm Registration No: 116560W / W100149


Prashant Daftary
Partner

Membership No.: 117080



For **Link Intime India Private Limited**
Registrar to the Buy-back




Name: Dinesh Yadav
Designation: Senior Assistant

For **Navneet Education Limited**



Gnanesh D. Gala
Managing Director
DIN: 00093008



Shailendra J. Gala
Director
DIN: 00093040



Amit D. Buch
Company Secretary
Membership No.: ACS15239



Place: Mumbai
Date: October 23, 2018

Encl : as above

CC:

Batlivala & Karani Securities India Pvt. Ltd.

Ground Floor, City Ice Building,
298 Perin Nariman Street, Fort,
Mumbai - 400001, India.

and

Inga Advisors Private Limited

1229, Hubtown Solaris,
N.S. Phadke Marg, Opp. Telli Galli,
Andheri (East),
Mumbai - 400 069, India.

National Securities Depository Limited



Ref : II/CA/COM/51855/2018

October 22, 2018

Mr. Amit D Buch
Company Secretary
Navneet Education Limited
Navneet Bhavan
Bhavani Shankar Road
Dadar (West)
Mumbai - 400 028

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Link Intime India Private Limited, Mumbai , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

ISIN	ISIN Description	D/C	Records	Quantity	Execution Date
INE060A01024	NAVNEET EDUCATION LIMITED EQ NEW FV RS.2/-	Debit	1	4,686,499.000	22/Oct/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Asst.Vice President



Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date:22/10/2018 13:17:01
Reason: Authentication
Location: NSDL, Mumbai



Business Date: 16-Oct-2018

STATEMENT OF HOLDINGS

Print Date: 16-Oct-2018 03:10 PM

National Securities Depository Limited

DP:GHALLA BHANSALI ST.BK.PL[IN301854]

DEVANSH,133,DADA SAHEB PHALKE ROAD,,DADAR(EAST),,MUMBAI,400014

Phone: 022-24157000/24147000

Fax: 022-40497125

Statement of Holdings as on : 16-Oct-2018 03:10 PM

Client Id	10114689	Status	Active		
Category	Non House Beneficiary	Type	Body Corporate	Sub Type	Domestic
Name(s)	NAVNEET EDUCATION LIMITED-2018 SHARE BUYBACK ESCROW ACCOUNT				
Address	NAVNEET BHAVAN, BHAVANI SHANKAR ROAD NR. SHARDASHRAM SOCIETY DADAR (WEST) MUMBAI				
Pin Code	400028	Mobile Number	9769353609		
ISIN	ISIN Description	ISIN Status	Account Description	Quantity	Total Balance
INE060A01024	NAVNEET EDUCATION LIMITED EQ NEW FV RS.2/-		Beneficiary	4,686,499	
					4,686,499



Depository Participant's Seal & Initials

Any discrepancy in the statement should be brought to the notice of 'GHALLA BHANSALI ST.BK.PL' within one month from the date of the statement.

*** End of Report ***