



R. S. RAJPUROHIT & CO.
COMPANY SECRETARIES & CORPORATE ADVISOR

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Date: 14.04.2018

SCRUTINIZER'S REPORT – COMBINED

[Pursuant to provisions of section 108 & 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
Board of Directors,
VJTF EDUSERVICES LIMITED
B-3, Witty International School,
Pawan Baug Road, Malad West,
Mumbai - 400064.

Dear Sir,

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 and read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board of Directors of VJTF EduserVICES Limited ('The Company') have vide resolution passed on 5th March, 2018, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolution for:

1. To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate
2. To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 500 Crores.



Pursuant to the provision of Section 108 & 110 of the Companies Act, 2013 read with rules 20 & 22 of the Companies (Management & Administration) Rules, 2014.

I, CS Rajvirendra Singh Rajpurohit, Company Secretary in Practice having membership no ACS 40228 with CP No 15891 & Proprietor of **M/s. R S Rajpurohit & Co, Company Secretaries**, has been appointed by the Board of Directors of the **VJTF Eduservices Limited** (the Company) vide resolution passed on 5th March, 2018 as a Scrutinizer as required under Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 for the purpose of scrutinizing the e-voting process and Postal Ballot process in fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

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 and Postal Ballot on the resolution mentioned above. My responsibility as Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 5th March, 2018 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cutoff date i.e. 23rd February, 2018 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The e-voting period remained open form 14th March, 2018 (9:00 AM) to 12th April, 2018 (5:00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presences of two witnesses not in the employment of the Company.

Rajvirendra Singh



3. The details containing list of the shareholders who voted for or against each of the resolution that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.com)
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 23rd February, 2018 and whose email ids were not registered for e-voting.
6. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the register of Members of the company / list of beneficiaries as on 23rd February, 2018 being the cut-off date for dispatch of postal ballot notice.
7. All postal ballot forms received up to the close of working hours i.e. 5:00 PM on 12th April, 2018, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
8. Envelopes containing postal ballot forms received after 12th April, 2018 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours on 12th March, 2018.
9. The particulars of the all votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.
 1. A summary of the E-voting and Postal Ballot process is given below.

Combined Results of E-Voting and Ballot at the AGM are as under:

Sr. No.	Particulars	No of Postal Ballot forms / e-voting options	No of shares
(a)	1. Total Postal Ballot forms received	6	11351883
	2. Total e-voting options received	10	19



	(Total 1+2)	16	11351902
(b)	Less: Invalid postal ballot forms	Nil	Nil
(c)	1. Net valid postal ballot forms (as per register)	6	11351883
	2. Net e-voting options	10	19
	(Total 1+2)	16	11351902

10. The result of e-voting is given below:

Sr. No.	Particular of Resolution	Type of Resolution	Votes in Favour (in Numbers)	Votes in Favour (in %)	Votes casted against (in No.)	Votes casted in against (in %)
1	To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate	Special Resolution	16	84.21%	3	15.79%
2	To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs.500 Crores	Special Resolution	16	84.21%	3	15.79%

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11. The result of physical Postal Ballot process is give below:

Sr. No.	Particular of Resolution	Type of Resolution	Votes in Favour (in Numbers)	Votes in Favour (in %)	Votes casted against (in No.)	Votes casted in against (in %)
1	To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate	Special Resolution	11351883	100%	0	0
2	To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs.500 Crores	Special Resolution	47910	100%	0	0

12. The combined result of e-voting and postal ballot process is given below:

Sr. No.	Particular of Resolution	Type of Resolution	Votes in Favour (in Numbers)	Votes in Favour (in %)	Votes casted against (in No.)	Votes casted in against (in %)
1	To increase the limits u/s 186(2) of Companies Act, 2013 for extending	Special Resolution	11351899	99.99%	3	0.01%

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	loans, providing guarantees or giving securities for loans taken by any person or body corporate						
2	To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs.500 Crores	Special Resolution	47926	99.99%o	3	0.01%o	

13. The Register, all others paper and relevant records relating to voting shall remain in our custody until the Company Secretary consider, approves and signs the result of the Postal Ballot.

14. Result: All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

Thanking You,

Yours Faithfully,

**For R S Rajpurohit & Co
Company Secretaries**

Rajvirendra Singh



Rajvirendra Singh Rajpurohit
**Scrutinizer appointed for the e-voting &
Postal Ballot process by the Board of Directors**

Place: Mumbai.