



Knowledge is wealth

NEL/NSE/069

30th September, 2014

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G- Block,
Bandra -Kurla Complex,
Bandra (East),
Mumbai - 400051

Dear Sir,

Ref : Scrip Code : NAVNETEDUL

Sub : Proceedings of the 28th Annual General Meeting.

We hereby inform you that 28th Annual General Meeting(AGM) of the members of the Company was held on Monday, 29th September, 2014 at 10.30 a.m. at P.L. Deshpande Maharashtra Kala Academy, Mini Theatre -3rd Floor, Ravindra Natya Mandir, Near Siddhivinayak Mandir, Sayani Road, Prabhadevi, Mumbai- 400025.

Pursuant to Clause 31(d) of the Listing Agreement, we hereby inform you the proceedings of the above AGM as under:

The Chairman Shri Kamlesh S. Vikamsey welcomed the members at the 28th Annual General Meeting of the Company. The Board members present at the AGM were introduced to the members. The Chairman informed the members that the requisite quorum was present and therefore, called the meeting to order. The Register of Directors' shareholdings and Register of Proxy were kept open at the meeting for the inspection by the members.

The Chairman thereafter read the Chairman's Speech.

With the permission of the members, the Notice convening the meeting was taken as read. The Chairman informed that since the independent auditor's report on Company's financial statements was unqualified, as per the provision of the Companies Act, 2013, the same was not required to be read at the AGM.

The Chairman informed the members that in terms of the Companies Act, 2013, Rules made there under and the provisions of listing agreement with the stock exchanges, the Company had provided to members e-voting facility between 23rd September, 2014(9.00 a.m.) and 25th September, 2014(6.00p.m.) to exercise their votes in respect of all the resolutions mentioned in the Notice convening AGM.

NAVNEET EDUCATION LIMITED (Formerly NAVNEET PUBLICATIONS (INDIA) LIMITED)

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

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The Chairman also informed that the members who could not cast their vote through e-voting, the facility of voting through ballot form by poll is provided to the members present in person and through proxy at the AGM.

The Chairman thereafter informed the members that Mr. Sridhar Narayanan, Practicing Company Secretary was appointed as scrutinizer to scrutinize the e-voting process and the ballot process in fair and transparent manner.

The following resolutions on which vote was conducted briefly, related to:

ORDINARY BUSINESS

- 1) Adoption of Financial Statements for the year ended 31st March, 2014 together with Reports of Board of Directors and Auditors thereon (Ordinary Resolution).
- 2) Declaration of final dividend for the financial year ended 31st March, 2014 (Ordinary Resolution)
- 3) Re-appointment of Shri Kamlesh S. Vikasmey, Director retiring by rotation (Ordinary Resolution).
- 4) Re-appointment of Shri Nilesh S. Vikasmey, Director retiring by rotation (Ordinary Resolution).
- 5) Appointment of Auditors and fixing their remuneration (Ordinary Resolution).

SPECIAL BUSINESS

- 6) Appointment of Dr. Vijay B. Joshi as an Independent Director (Ordinary Resolution).
- 7) Appointment of Smt. Usha Laxman as an Independent Director (Ordinary Resolution).
- 8) Appointment of Shri Tushar K. Jani as an Independent Director (Ordinary Resolution).
- 9) Appointment of Shri Mohinder Pal Bansal as an Independent Director (Ordinary Resolution).
- 10) Authority to the Board of Directors to borrow money from time to time in excess of aggregate of the paid up share capital and free reserves upto Rs. 1200 crore u/s 180(1)(c) of the Companies Act, 2013. (Special Resolution).
- 11) Authority to the Board of Directors to create charge/mortgage on properties/ undertakings of the Company u/s 180(1)(a) of the Companies Act, 2013 (Special Resolution).
- 12) Approval to hold and continue to hold office or place of profit by Shri Ketan B. Gala relative of a Director u/s 188 of the Companies Act, 2013 (Special Resolution).
- 13) Approval to hold and continue to hold office or place of profit by Shri Sanjeev J. Gala relative of a Director u/s 188 of the Companies Act, 2013 (Special Resolution).

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- 14) Approval to hold and continue to hold office or place of profit by Shri Kalpesh H. Gala relative of a Director u/s 188 of the Companies Act, 2013. (Special Resolution).
- 15) Approval to hold and continue to hold office or place of profit by Smt. Pooja K. Gala relative of a Director u/s 188 of the Companies Act, 2013 (Special Resolution).
- 16) Appointment of Shri Devish G. Gala, relative of a Director to office or place of profit by u/s 188 of the Companies Act, 2013 (Special Resolution).

The Chairman thereafter, invited questions from the members concerning annual accounts, whereupon few shareholders raised certain questions and gave their suggestions on the annual accounts of the Company.

The Chairman requested Shri Gnanesh D. Gala, Managing Director of the Company to reply to the questions raised by the members.

The Managing Director replied to the questions raised by the members to their satisfaction.

Thereafter, a vote of thanks was proposed to the chair.

The Chairman declared the meeting as closed.

You are requested to take the above proceedings of the 28th AGM on your record and acknowledge the receipt thereof.

Thanking you,

Yours faithfully,

FOR NAVNEET EDUCATION LIMITED

AMIT D. BUCH
COMPANY SECRETARY

NAVNEET EDUCATION LIMITED

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