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29.09.2015 ✓

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| BOMBAY STOCK EXCHANGE LIMITED P. J. TOWERS, DALAL STREET, MUMBAI - 400 001 SCRIP CODE 511607 | NATIONAL SECURITIES DEPOSITORY LTD. Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 ISIN INE814E01018 ISSUER CODE 814E | CENTRAL DEPOSITORY SERVICES (I) LTD. P. J. Towers, Dalal Street, Mumbai - 400 001 ISIN INE814E01018 ISSUER ID 4002 |
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Dear Sirs,

Sub: Passing of Resolution through electronic AND poll conducted at the 23rd Annual General Meeting of For Birla Shloka Edutech Limited held on **Tuesday, September 29, 2015**


With reference to the above subject matters we, enclose herewith M/s P.Sanghani & Company Chartered Accountant Scrutinizer's COMBINED SCRUTINIZERS REPORT FOR E-VOTING & POLL of the Company.

Please take the documents on records.

Thanking you,

Yours faithfully,

For BIRLA SHLOKA EDUTECH LIMITED


(CS VINEET TRIPATHI)

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above



YASH BIRLA GROUP

Regd. Off. : Industry House, 159, Churchgate Reclamation, Mumbai - 400 020. • Tel.: +91-22-2202 6340



P. Sanghani & Co.

CHARTERED ACCOUNTANTS

B - 4, Parekh Apartment, Gr. Floor, Sarojini Road, Vile Parle (West), Mumbai - 400 056, INDIA.
Tel. : (022) 2610 3065 / 6522 3065 / 3263 3065 Telefax : 91-22-26103066
E-mail : admin@capsanghani.com Website : www.capsanghani.com

To,
Mr. Ashish Mahendrakar,
Chairman of 23rd Annual General Meeting of the Equity Shareholders of
Birla Shloka Edutech Limited.
Industry House,
159, Churchgate Reclamation,
Mumbai-400020.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

We, M/s P. Sanghani & Co., Practicing Chartered Accountants, had been appointed as the Scrutinizer by the Board of Directors of Birla Shloka Edutech Limited (hereinafter referred to as The Company) vide resolution dated **14th August, 2015** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 23rd Annual General Meeting of the Company to be held on **29th September, 2015**

The Notice dated **14th August, 2015** convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on **29th September, 2015**

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had fixed **22nd September, 2015** as the cut-off date and fixed e-voting period as a period commencing on **26th September, 2015** (9:00 a.m.) and ending on **28th September, 2015** (5.00 p.m.) to vote on the resolutions as set out at item nos. 1 to 3 in the Notice dated **14th August, 2015** of the 23rd AGM of the Company.

The voting period commenced on Saturday, **26th September, 2015** at 9.00 a.m. and ended on Monday, **28th September, 2015** at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.



- 2 -

We now submit our report as under on the result of voting through electronic means in respect of the said Resolutions.

I. Resolution 1 :-

Adoption of Accounts for the year ended 31.03.2015

i. Voted in favour of the resolution

| Number of members voted through electronic voting system | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 16 | 3583096 | 99.82 |

ii. Voted against the resolution

| Number of members voted through electronic voting system | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 6 | 6501 | 0.18 |

iii. Invalid votes

| Total Number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|---|-------------------------------------|
| 0 | 0 |

II. Resolution 2 :-

Appointment of M/s. Jai Prakash Upadhyay & Co., Chartered Accountant as Statutory Auditors of the Company.

iv. Voted in favour of the resolution

| Number of members voted through electronic voting system | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 15 | 3582996 | 99.82 |

v. Voted against the resolution

| Number of members voted through electronic voting system | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 7 | 6601 | 0.18 |

vi. Invalid votes

| Total Number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|---|-------------------------------------|
| 0 | 0 |



III. Resolution 3 :-

To consider the appointment of Mr. Satish Vasant Jadhav as an Independent and Non Executive Director of the Company.

vii. Voted in favour of the resolution

| Number of members voted through electronic voting system | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 14 | 3582318 | 99.80 |

viii. Voted against the resolution

| Number of members voted through electronic voting system | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 8 | 7279 | 0.20 |

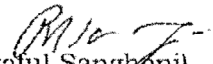
ix. Invalid votes

| Total Number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|---|-------------------------------------|
| 0 | 0 |

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 P. Sanghani & Co.
Chartered Accountants
Firm Registration No. 109096W


(Praful Sanghani)
Proprietor
Membership No. 038144
Place: Mumbai
Date: 29.09.2015





P. Sanghani & Co.

CHARTERED ACCOUNTANTS

B - 4, Parekh Apartment, Gr. Floor, Sarojini Road, Vile Parle (West), Mumbai - 400 056. INDIA.
Tel. : (022) 2610 3065 / 6522 3065 / 3263 3065 Telefax : 91-22-26103066
E-mail : admin@capsanghani.com Website : www.capsanghani.com

COMBINED SCRUTINIZERS REPORT FOR E-VOTING & POLL FOR BIRLA SHLOKA EDUTECH LIMITED

To,

Mr. Ashish Mahendrakar

Chairman of 23rd Annual General Meeting of the Equity Shareholders of For Birla Shloka Edutech Limited

Held on Tuesday, 29th September, 2015 at 12.00 noon at Melstar House, G-4 M.I.D.C Cross Road "A" Andheri(East) Mumbai-400093.

Sub: Passing of Resolution through electronic AND poll conducted at the 23rd Annual General Meeting of Birla Shloka Edutech Limited held on Tuesday, 29th September, 2015

The Company had appointed me as Scrutinizer for e-voting which started on **26th September, 2015 (9:00 a.m.)** and ending on **28th September, 2015 (5.00 p.m.)**. The Chairman of the 23rd Annual General Meeting has appointed me as scrutinizers for the Poll held at the 23rd Annual General Meeting on **29th September, 2015**.

The e-voting results were unblocked by me on **29th September, 2015** in the presence of two witnesses. For further details kindly refer my Scrutinizers Report dated **29th September, 2015**, handed over to you.

At the 23rd AGM of the Company held on **29th September, 2015** the Chairman of the Meeting had suo motto called for Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM has appointed me as the Scrutinizers for the same. For further details kindly refer to my Scrutinizer report in form MGT 13 dated **29th September, 2015**.

The result of the E-voting together with that of Poll is as under:


| Item no of Notice | Particulars of Business | Votes in favor of the resolution | | Votes against the resolution | | Invalid votes | |
|-------------------|-------------------------|----------------------------------|-------|------------------------------|------|---------------|---|
| | | Nos. | % | Nos. | % | Nos. | % |
| Item No.1 | E-voting | 3583096 | 99.34 | 6501 | 0.18 | - | - |
| | Poll | 17218 | 0.48 | - | - | - | - |
| | Total | 3600314 | 99.82 | 6501 | 0.18 | - | - |



| | | | | | | | |
|-----------|----------|---------|-------|------|------|---|---|
| Item No.2 | E-voting | 3582996 | 99.34 | 6601 | 0.18 | - | - |
| | Poll | 17218 | 0.48 | - | - | - | - |
| | Total | 3600214 | 99.82 | 6601 | 0.18 | - | - |
| Item No.3 | E-voting | 3582318 | 99.32 | 7279 | 0.20 | - | - |
| | Poll | 17218 | 0.48 | - | - | - | - |
| | Total | 3599536 | 99.80 | 7279 | 0.20 | - | - |

Thanking You,

Yours faithfully,
For P. Sanghani & Co.
Chartered Accountants
Firm Registration No. 109096W


(Praful Sanghani)
Proprietor
Membership No. 038144
Place: Mumbai
Date: 29.09.2015

