

Ref: MTEL/QC/2018/060

March 07, 2019

Manager (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001	Manager – Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai-400051
Scrip Code: 534312	Scrip Code: MTEDUCARE

Dear Sir / Madam,

Sub: Results of Postal Ballot process (including remote E-voting) pursuant to Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated February 4, 2019, we wish to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the members of the Company have passed all the resolutions with requisite majority as stated in the Postal Ballot Notice dated January 18, 2019. The aforesaid resolutions mentioned in the Notice dated January 18, 2019 will be deemed to be passed on March 6, 2019 i.e. last date of receipt of duly completed Postal Ballot forms and e-voting.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the result of the voting by Postal Ballot (including E-voting) along with Scrutinizer's report for your reference and records.

The above documents are also available on website of the Company: www.mteducare.com.

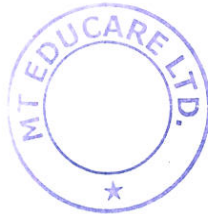
You are requested to kindly take the same on record.

Thanking you

Yours faithfully
For **MT Educare Limited**



Mandar Chavan
Company Secretary



Encl.: As above

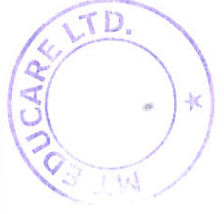
POSTAL BALLOT VOTING RESULTS

Particulars	Details
Date of AGM / EGM	Not Applicable (Resolutions passed through Postal Ballot on March 6, 2019)
Total Number of Equity Shareholders as on Cut-off date (January 25, 2019)	13,568
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoter & Promoter Group	Not Applicable (Resolutions passed through Postal Ballot)
b) Public	
No. of Equity Shareholders attended the meeting through Video conferencing	
a) Promoter & Promoter Group	Not Applicable (Resolutions passed through Postal Ballot)
b) Public	



MT EDUCARE LTD

Resolution required: (Special)		Item No.1: To authorize the Board to borrow moneys in excess of Paid-up Share Capital and free reserves of the Company upto Rs.400 crores as per Section 180(1)(c) of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled n outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		59737976	100%	59737976	0	100%	0%
	Poll		0	0	0	0	0	0
	Postal Ballot	59737976	0	0	0	0	0	0
	Total		59737976	100%	59737976	0	100%	0%
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Others	E-Voting		998580	7.9950%	998303	277	99.9723%	0.0277%
	Poll		0	0	0	0	0	0
	Postal Ballot	12490078	1705282	13.6531%	1705179	103	99.9940%	0.0060%
	Total		72228054	21.6481%	2703482	380	99.9859%	0.0141%
Total			62441838	86.4509%	62441458	380	99.9994%	0.0006%



M. G. Chavan

MT EDUCARE LTD

Resolution required: (Special)		Item No. 2: To authorize the Board to create/modify the charge on the movable and immovable assets including undertakings of the Company, both present and future, to secure borrowings as per Section 180(1)(a) of the Companies Act, 2013													
Whether promoter/ promoter group are interested in the agenda/resolution?		NO													
Category	Mode of Voting	No. of shares held	(1)	No. of votes polled	(2)	% of Votes Polled on outstanding shares	(3)=[(2)/(1)]*100	No. of Votes in favour	(4)	No. of Votes – against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			59737976		100%		59737976		0		100%		0%	
	Poll			0		0		0		0		0		0	
	Postal Ballot		59737976	0		0		0		0		0		0	
	Total			59737976		100%		59737976		0		100%		0%	
Public-Institutions	E-Voting			0		0		0		0		0		0	
	Poll			0		0		0		0		0		0	
	Postal Ballot		0	0		0		0		0		0		0	
	Total			0		0		0		0		0		0	
Public-Others	E-Voting			998580		7.9950%		998253		327		99.9673%		0.0327%	
	Poll			0		0		0		0		0		0	
	Postal Ballot		12490078	1705282		13.6531%		1705280		2		99.9999%		0.0001%	
	Total			2703862		21.6481%		2703533		329		99.9878%		0.0122%	
Total			72228054		86.4509%		62441509		329		99.9995%		0.0005%		



M.G. Chavan

MT EDUCARE LTD

Item No. 3: To authorize the Board to grant loans, make investments and/or provide guarantee / security in excess of limits specified under Section 186 of the Companies Act, 2013 upto Rs. 400 crores as per Section 186 of the Companies Act, 2013

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Resolution required: (Special)								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll Postal Ballot Total	59737976	59737976	100%	59737976	0	100%	0%
Public-Institutions	E-Voting Poll Postal Ballot Total	0	0	0	0	0	0	0
Public-Others	E-Voting Poll Postal Ballot Total	12490078	998586	7.9950%	998263	323	99.9677%	0.0323%
Total		72228054	62441844	86.4510%	62441418	426	99.9993%	0.0007%



M. Ghavari



R. Bhandari & Co.

Company Secretaries

Office No.13, New Tulsi Tower, Saibaba Nagar, Mira-Bhayander Rd., Mira Road(E), Thane - 401107.

✉ Email ID: raghunathsb@yahoo.com

☎ Mob No.: 99300 16725 / Off No.: 84509 43725

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To
The Chairman
MT EDUCARE LTD
220, 2nd Floor, "Flying Colors",
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road, Mulund (West),
Mumbai - 400080

Dear Sir,

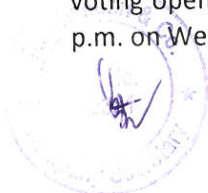
Ref: Combined Scrutinizer's report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014.

I, Raghunath Bhandari, Proprietor of R. Bhandari & Co., Practising Company Secretary (Membership No FCS. 8048), having my office at office No. 13, New Tulsi Tower, Saibaba Nagar, Mira-Bhayander Rd., Mira Road East, Thane – 401 107, have been appointed as the Scrutinizer by the Board of Directors of MT EDUCARE LTD ("The company") at its meeting held on 18th January, 2019 to scrutinize the voting by the shareholders through the postal ballot (including voting by electronic means i.e. e-voting) in respect of Special Resolutions as stated in the Notice of Postal Ballot dated 18th January, 2019, issued under the Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force).

The compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules made there under relating to Postal Ballot on the resolutions proposed in the Notice of Postal Ballot is the responsibility of the Management. My responsibility as a Scrutinizer is to submit Scrutinizer's Report of the total votes cast in favour or against the resolutions.

In this regard, I submit my report as under:

1. The Notice of Postal Ballot dated 18th January, 2019 along with explanatory statement setting out material facts as per section 102 of the Companies Act, 2013 and rule 22(3) of the Companies (Management and Administration) Rules, 2014, were sent to the shareholder's whose name appeared on the List of member's / List of beneficial owner on cut-off date 25th January, 2019.
2. The newspaper advertisement published pursuant to the Rules 20(3)(v) and 22(3) of the Companies (Management and Administration) Rules, 2014 on Tuesday, 5th February, 2019 in DNA (Daily News & Analysis) in English language and Navakal in Marathi language, that the voting opened at 09.00 a.m. on Tuesday, 5th February, 2019 and remained open up to 5.00 p.m. on Wednesday, 6th March, 2019.



3. The equity shareholders holding shares as on Friday, 25th January, 2019, cut-off date, were entitled to vote on the resolutions stated in the Postal Ballot Notice dated 18th January 2019.
4. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company. The voting period for remote e-voting commenced at 09.00 a.m. (IST) on Tuesday, 5th February, 2019 and ended at 5.00 p.m. (IST) on Wednesday, 6th March, 2019 and the CDSL e-voting platform was closed thereafter.
5. The votes were unblocked at 5.10 p.m. on 6th March, 2019 in the presence of witnesses who are not employees of the Company.
6. The Postal Ballot Forms were kept under my safe custody, before commencing the scrutiny of such Postal Ballot Forms. Thereafter, the Postal Ballot forms were scrutinized and signatures of the Members verified with their specimen signatures registered with RTA as provided by the Depositories. The votes cast under remote e-voting facility were unblocked and e-voting summary statement was downloaded from e-voting website of CDSL (www.evotingindia.com).
7. The votes cast through physical postal ballot forms and remote e-voting up to Wednesday, 6th March, 2019 at 05:00 p.m. (IST) were considered. No envelope containing Postal Ballot Form was received after the 05:00 p.m. (IST) on Wednesday, 6th March, 2019 up to the date of this report. One Invalid physical ballot paper was found and thereafter the summary results were prepared.
8. My report on the result of e-voting is based on the data downloaded from the CDSL e-voting System and the physical ballot forms received from the shareholders of the Company at RTA. I have maintained a register in which necessary entries have been made regarding voting done by the shareholders on the business transacted through means of Postal Ballot, in accordance with the Companies (Management and Administration) Rules, 2014, as amended from time to time.
9. After the scrutiny the voting through Postal Ballot Forms and taking into account the remote e-voting, The combined result is as under:

Item No. 1. To authorize the Board to borrow moneys in excess of Paid-up Share Capital and free reserves of the Company upto Rs.400 crores as per Section 180(1)(c) of the Companies Act, 2013.

a) Voted in favour of the resolution

Mode of Voting	Number of members voted	Number of Votes Cast	% of total number of Valid votes Cast
Remote E-voting	34	60736279	100%
Postal Ballot	47	1705179	100%
Total	81	62441458	-



b) Voted **against** of the resolution

Mode of Voting	Number of members voted	Number of Votes Cast	% of total number of Valid votes Cast
Remote E-voting	7	277	0%
Postal Ballot	3	103	0%
Total	10	380	-

c) Invalid Notes

Mode of Voting	Number of members Voted whose votes were declared invalid	Number of Votes Cast
Remote E-voting	0	0
Postal Ballot	1	80
Total	1	80

*No. of votes does not include 'no. of votes abstain'

Item No. 2. To authorize the Board to create/modify the charge on the movable and immovable assets including undertakings of the Company, both present and future, to secure borrowings as per Section 180(1)(a) of the Companies Act, 2013.

a) Voted **in favour** of the resolution

Mode of Voting	Number of members voted	Number of Votes Cast	% of total number of Valid votes Cast
Remote E-voting	33	60736229	100%
Postal Ballot	48	1705280	100%
Total	81	62441509	

b) Voted **against** of the resolution

Mode of Voting	Number of members voted	Number of Votes Cast	% of total number of Valid votes Cast
Remote E-voting	8	327	0%
Postal Ballot	2	2	0%
Total	10	329	-



c) Invalid Notes

Mode of Voting	Number of members Voted whose votes were declared invalid	Number of Votes Cast
Remote E-voting	0	0
Postal Ballot	1	80
Total	1	80

*No. of votes does not include 'no. of votes abstain'

Item No. 3. To authorize the Board to grant loans, make investments and/or provide guarantee / security in excess of limits specified under Section 186 of the Companies Act, 2013 upto Rs. 400 crores as per Section 186 of the Companies Act, 2013.

a) Voted in favour of the resolution

Mode of Voting	Number members of voted	Number of Votes Cast	% of total number of Valid votes Cast
Remote E-voting	34	60736239	100%
Postal Ballot	47	1705179	100%
Total	81	62441418	-

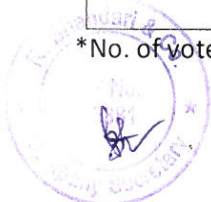
b) Voted against of the resolution

Mode of Voting	Number members of voted	Number of Votes Cast	% of total number of Valid votes Cast
Remote E-voting	8	323	0%
Postal Ballot	3	103	0%
Total	11	426	-

c) Invalid Notes

Mode of Voting	Number of members Voted whose votes were declared invalid	Number of Votes Cast
Remote E-voting	0	0
Postal Ballot	1	80
Total	1	80

*No. of votes does not include 'no. of votes abstain'

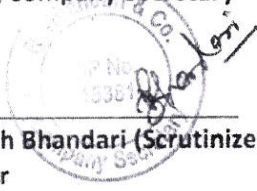


10. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 3 as set out in the Postal Ballot Notice dated 18th January, 2019 have been passed with requisite majority.
11. All relevant records of vote casted by Postal Ballot and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,

For R. Bhandari & Co.
Practising Company Secretary



Raghunath Bhandari (Scrutinizer)
Proprietor
Membership No. 8048
COP: 15381

Date: 7th March, 2019
Place: Mumbai

Countersigned and received by

For MT Educare Limited

Chairman/Director

Date: March 07, 2019
Place: Mumbai

