



MT EDUCARE LIMITED  
CIN: L80903MH2006PLC163888

September 26th, 2023

<b>The BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
<b>Scrip Code : 534312</b>	<b>Scrip Code: MTEDUCARE</b>

Dear Sir/ Madam,

**Sub: Voting Results as per Regulation 44 of SEBI (LODR), Regulations, 2015 for the 17th Annual General Meeting of the Company**

Further, to our letter dated September 25th, 2023, regarding the proceedings of the 17th Annual General Meeting held yesterday i.e September 25th, 2023, of the Equity Shareholders of the Company at 02.30 p.m. through VC/AOVM, we enclose herewith the voting results as per Regulation 44 of SEBI (LODR), Regulations, 2015.

Based on the report dated September 25th, 2023 submitted by M/s. Shraavan A Gupta & Associates (CP No. 9990), Practicing Company Secretary, all the resolutions included in the Notice of the Annual General Meeting were approved by the Shareholders of the Company with requisite majority.

Copy of the Scrutinizers' report along with requisite particulars of voting results as per Regulation 44(3) of the Listing Regulations certified by NSDL, is enclosed herewith for your information and record.

We request you to take note of the above on your record and oblige.

**For, MT Educare Limited (In CIRP)**

**(Ashwin Bhavanji Shah)**

Resolution Professional under regulation 17(3) of CIRP

AFA Valid Upto 19-Mar-2024

IP Reg. No: IBBI/IPA-001/IP/P-02648/2021-22/14054

Email ID: [mteducare.cirp@gmail.com](mailto:mteducare.cirp@gmail.com)

Contact No: 9769468909

**Note:** Pursuant to the Order dated 16th December, 2022 of the Hon'ble National Company Law Tribunal, Mumbai ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process") has been initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("Code") and related rules and regulations issued thereunder with effect from 16th December, 2022 (Corporate Insolvency Resolution Process Commencement Date). Mr. Ashwin Bhavanji Shah has been appointed as Interim Resolution Professional ("IRP") in terms of the NCLT Order.

**FORM No. MGT-13**  
**Consolidated Report of Scrutinizer**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(4) (xii) and 21 (2) of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
**The Chairman of the 17<sup>th</sup> Annual General Meeting**  
**MT EDUCARE LIMITED**  
**220, 2ND FLOOR, "FLYING COLORS",**  
**PANDIT DIN DAYAL UPADHYAY MARG,**  
**L.B.S CROSS ROAD, MULUND (WEST),**  
**MUMBAI MH 400080 IN.**

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting and e-voting during the Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 for the 17<sup>th</sup> AGM of MT Educare Limited convened on Monday, September 25, 2023 at 02.30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

I, Shravan A. Gupta, Practicing Company Secretary having office at A - 102, Suryakiran Society, Near HDFC Bank, Opp. Jain Temple, Borivali West, Mumbai – 400092, has been appointed as scrutinizer by the Board of Directors of **MT EDUCARE LIMITED** ("the Company") at their meeting held on August 08, 2023 for the purpose of scrutinizing the remote e-voting and e-voting process during the AGM and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 on the 5 (Five) resolutions contained in the Notice dated August 08, 2023 convening the 17<sup>th</sup> Annual General Meeting of the members of the Company, held on Monday, September 25, 2023 at **02.30 P.M.** through VC/OAVM, which has been sent to all the Member(s) in compliance with MCA Circular Nos. dated 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 02/2021 dated January 13,2021 and 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") along with Circulars issued by SEBI ("**SEBI Circulars**") bearing Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (together MCA Circulars and SEBI Circulars referred to as "**Circulars**"), and I submit my report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to voting through electronic means by remote e-voting and e-voting during the AGM by the members on the resolutions proposed in the Notice of the 17<sup>th</sup> AGM of the Company.
2. My responsibility as scrutinizer of the voting process, is restricted to scrutinize the e-voting process in a fair and transparent manner and to the extent of making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the respective resolutions based on the report generated from the e-voting system provided by NSDL, the agency engaged by the Company to provide remote e-voting facility prior to the AGM and e-voting facility during the AGM.
3. The Members holding equity shares as on the "cut- off date" i.e., Thursday, September 14, 2023 were entitled to vote on the resolutions proposed in the Notice convening the 17<sup>th</sup> AGM of the Company. The remote e-voting commenced on Thursday, September 21, 2023 (IST 9:00 AM) and closed on Sunday, September 24, 2023 (IST 05.00 P.M). The Company has also provided e-voting facility during the AGM and up to 15 minutes after conclusion of AGM.

4. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) locked by NSDL e-voting system and the votes cast under remote e-voting facility prior to AGM were unblocked and counted.
5. Thereafter the details containing Members who voted "in favour" or "against" on each of the resolution those were put to vote was generated from e-voting website of Link Intime India Private Limited.
6. In case of member(s) who cast votes through remote e-voting as well as e-voting during the AGM, the voting through remote e-voting of such members(s) was treated as valid.
7. I am submitting herewith a consolidated report on the e-voting together with that of remote e-voting prior to and e-voting during the AGM in **Annexure 1**.
8. The electronic data and all other relevant records relating to the remote e-voting and e-voting during the AGM is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 17<sup>th</sup> AGM.
9. All the resolutions as per the results given in **Annexure 1** were passed with requisite majority.

Thanking you,

**For Shravan A. Gupta & Associates  
Practicing Company Secretary**



**Shravan A. Gupta**  
**Firm Unique Code: I2011MH829000**  
**Peer Review Certificate No. 2140/2022**  
**ACS: 27484, CP:9990**  
**Place Mumbai**  
**Dated: 25/09/2023**  
**UDIN: A027484E001079172**

**Encl.: Annexure 1**

**Annexure 1**

**Consolidated Report of the remote e-voting together with that of vote through e-voting system during the AGM**

**Item No.1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2023, the Board's Report to the Shareholders under section 134 of the Companies Act, 2013 and the Auditors' Report thereon and the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2023

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstain Votes*
		No of Voters	No. of Shares	% of total numbers of valid votes cast	No of Voters	No. of Shares	% of total numbers of valid votes cast		
Remote E Voting	4,27,56,840	66	4,27,55,259	99.996	6	1,581	0.004	-	-
Voting at the AGM	203	1	3	0.00	1	200	0.00	-	-
<b>TOTAL</b>	<b>4,27,57,043</b>	<b>67</b>	<b>4,27,55,262</b>	<b>99.996</b>	<b>7</b>	<b>1,781</b>	<b>0.004</b>	-	-

\*One voter abstains from voting.

**Based on the aforesaid results, ordinary resolution at Item No. 1 of the Notice dated August 08, 2023 has been passed by the members with requisite majority.**

**Item No.2: Ordinary Resolution**

To appoint a director in place of Mr. Surender Singh (DIN: 08206770) who has consented to retire by rotation for compliance with the requirements of Section 152(6) of the Companies Act, 2013, offers himself for re-appointment

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstain Votes
		No of Voters	No. of Shares	% of total numbers of valid votes cast	No of Voters	No. of Shares	% of total numbers of valid votes cast		
Remote E Voting	4,27,56,840	65	4,27,55,499	99.996	7	1,341	0.004	-	-
Voting at the AGM	203	1	3	0.00	1	200	0.00	-	-
<b>TOTAL</b>	<b>4,27,57,043</b>	<b>66</b>	<b>4,27,55,502</b>	<b>99.996</b>	<b>8</b>	<b>1,541</b>	<b>0.004</b>		

**Based on the aforesaid results, ordinary resolution at Item No. 2 of the Notice dated August 08, 2023 has been passed by the members with requisite majority.**

### **Item No.3: Ordinary Resolution**

To Ratify and confirm the remuneration of 60,000/- (Rupees Sixty thousand) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No 00240) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2024.

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstain Votes
		No of Voters	No. of Shares	% of total numbers of valid votes cast	No of Voters	No. of Shares	% of total numbers of valid votes cast		
Remote E Voting	4,27,56,840	65	4,27,55,419	99.999	7	1,421	0.001	-	-
Voting at the AGM	203	1	3	0.00	1	200	0.00	-	-
<b>TOTAL</b>	<b>4,27,57,043</b>	<b>66</b>	<b>4,27,55,422</b>	<b>99.999</b>	<b>8</b>	<b>1,621</b>	<b>0.001</b>	-	-

Based on the aforesaid results, ordinary resolution at Item No. 3 of the Notice dated August 08, 2023 has been passed by the members with requisite majority.

### **Item No. 4: Special Resolution**

Re-appointment of Mr. Karun Kandoi (DIN: 01344843) as an Independent Director of the company for the second term for a period of five years from March 1st, 2024 until February 28th, 2029." with effect from June 26, 2023.

Voting Method	Total Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	Abstain Votes
		No of Voters	No. of Shares	% of total numbers of valid votes cast	No of Voters	No. of Shares	% of total numbers of valid votes cast		
Remote E Voting	4,27,56,840	62	4,27,54,583	99.994	10	2257	0.006	-	-
Voting at the AGM	203	1	3	0.00	1	200	0.00	-	-
<b>TOTAL</b>	<b>4,27,57,043</b>	<b>63</b>	<b>4,27,54,586</b>	<b>99.994</b>	<b>11</b>	<b>2,457</b>	<b>0.006</b>	-	-

Based on the aforesaid results, special resolution at Item No. 4 of the Notice dated August 08, 2023 has been passed by the members with requisite majority.

Thanking you,

Yours faithfully,

For Shravan A. Gupta & Associates  
Practicing Company Secretary



Shravan A. Gupta  
Firm Unique Code: I2011MH829000  
Peer Review Certificate No. 2140/2022  
ACS: 27484, CP:9990  
Place Mumbai  
Dated: 25/09/2023  
UDIN: A027484E001079172

For MT Educare Limited,

A handwritten signature 'Ravindra' in blue ink is written inside a rectangular box.

Ravindra Mishra  
Company Secretary & Compliance Officer

**General information about company**

<b>Scrip Code</b>	
<b>Name of company</b>	MT EDUCARE LTD
<b>Type of meeting</b>	General Meeting
<b>Start time of meeting</b>	09:00
<b>End time of meeting</b>	17:00

<b>VOTING RESULTS</b>	
<b>Record date</b>	14-09-2023
<b>Total number of shareholders on record date</b>	24340
<b>Number of shareholders present in the meeting either in person or</b>	
<b>a) Promoter and promoter group</b>	
<b>b) Public</b>	
<b>Number of shareholders attended the meeting through video</b>	
<b>a) Promoter and promoter group</b>	
<b>b) Public</b>	
<b>Number of resolutions passed in meeting</b>	
<b>Disclosure of notes on voting results</b>	



Resolution Details(1)								
Resolution Required					Adoption of Financial Statements, Boards and Auditors Report and the Audited Consolidated financial Statement of the			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42702513	42701173	99.99686201	42701173	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	<b>Total</b>		<b>42702513</b>	<b>42701173</b>	<b>99.99686201</b>	<b>42701173</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	29525541	55870	0.189225999	54089	1781	96.81224271	3.187757294
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	<b>Total</b>		<b>29525541</b>	<b>55870</b>	<b>0.189225999</b>	<b>54089</b>	<b>1781</b>	<b>96.81224271</b>
<b>Total</b>		<b>72228054</b>	<b>42757043</b>	<b>59.19727949</b>	<b>42755262</b>	<b>1781</b>	<b>99.9958346</b>	<b>0.004165396</b>

Resolution Details(2)								
Resolution Required					To Appoint a Director in place of Mr. Surender Singh (DIN:08206770) who has consented to retire by rotation, and			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42702513	42701173	99.99686201	42701173	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	<b>Total</b>		<b>42702513</b>	<b>42701173</b>	<b>99.99686201</b>	<b>42701173</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	29525541	55870	0.189225999	54329	1541	97.24181135	2.758188652
	Poll		0	0	0	0	0	0
	Postal Ballot(if a		0	0	0	0	0	0
	<b>Total</b>		<b>29525541</b>	<b>55870</b>	<b>0.189225999</b>	<b>54329</b>	<b>1541</b>	<b>97.24181135</b>
<b>Total</b>		<b>72228054</b>	<b>42757043</b>	<b>59.19727949</b>	<b>42755502</b>	<b>1541</b>	<b>99.99639592</b>	<b>0.003604085</b>

Resolution Details(3)								
Resolution Required					To ratify and confirm the remuneration of Rs. 60,000/- plus applicable			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42702513	42701173	99.99686201	42701173	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>42702513</b>	<b>42701173</b>	<b>99.99686201</b>	<b>42701173</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	29525541	55870	0.189225999	54249	1621	97.0986218	2.901378199
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>29525541</b>	<b>55870</b>	<b>0.189225999</b>	<b>54249</b>	<b>1621</b>	<b>97.0986218</b>
<b>Total</b>		<b>72228054</b>	<b>42757043</b>	<b>59.19727949</b>	<b>42755422</b>	<b>1621</b>	<b>99.99620881</b>	<b>0.003791188</b>

Resolution Details(4)								
Resolution Required					To approve the re-appointment of Mr. Karunn Kandoi (DIN:01344843) AS Non Executive Independent Director of the			
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42702513	42701173	99.99686201	42701173	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>42702513</b>	<b>42701173</b>	<b>99.99686201</b>	<b>42701173</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	29525541	55870	0.189225999	53413	2457	95.60229103	4.397708967
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>29525541</b>	<b>55870</b>	<b>0.189225999</b>	<b>53413</b>	<b>2457</b>	<b>95.60229103</b>
<b>Total</b>		<b>72228054</b>	<b>42757043</b>	<b>59.19727949</b>	<b>42754586</b>	<b>2457</b>	<b>99.99425358</b>	<b>0.005746422</b>