

September 27, 2019

<b>The BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	<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 13<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/ Madam,

Further, to our letter dated September 26, 2019, regarding the proceedings of the 13<sup>th</sup> Annual General Meeting held yesterday i.e September 26, 2019, of the Equity Shareholders of the Company at 10.00 a.m. at "The Hall of Culture", Nehru Center, Dr. Annie Besant Marg, Worli, Mumbai 400018, we enclose herewith the voting results as per Regulation 44 of SEBI (LODR), Regulations, 2015.

Based on the report dated September 26, 2019 submitted by M/s. R. Bhandari & Co. (CP No. 15381), 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 M/s Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent of the Company is enclosed herewith for your information and record.

Thanking You.

Yours Sincerely,  
For **MT Educare Limited****Mandar Chavan**  
Company Secretary

Encl. As above

**Details of Voting Results at 13<sup>th</sup> Annual General Meeting held on September 26, 2019  
(Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)**

**A. Details of Attendance at Annual General Meeting:**

Particulars	Details
Date of AGM	September 26, 2019
Total Number of Equity Shareholders as on cut-off date (September 19, 2019)	13,522
<b>No. of Equity Shareholders present in the meeting either in person or through proxy</b>	
a) Promoters & Promoter Group	2
b) Public	65
<b>No. of Equity Shareholders attended the meeting through video conferencing</b>	
a) Promoters & Promoter Group	0
b) Public	0
<b>Details of Agenda</b>	
Resolution required	As detailed in 'B' below
Mode of Voting	
Voting results	

**B. Details of E-Voting and Poll for all items proposed at Annual General Meeting:**

**Ordinary Business:**

**Item No. 1- Ordinary Resolution**

Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2019 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.

**Item No. 2- Ordinary Resolution**

Appointment of a director in place of Mr. Himanshu Mody, who retires by rotation and being eligible, offers himself for reappointment.

**Special Business:**

**Item No. 3 - Ordinary Resolution**

Ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year 2019-20.

**For MT Educare Limited**

Date: September 27, 2019

Place: Mumbai



  
**Mandar Chavan**  
 Company Secretary



# R. BHANDARI & CO.

Company Secretaries

Office No. 9, 1st Floor, Behind "B" Wing, Pushp Vinod No. 1, S.V. Road, Borivali - West, Mumbai - 400 092.  
Cell.: 99300 16725 / Off No.: 84509 43725 - Email ID: raghunathsb@yahoo.com

## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and  
Rules framed thereunder]

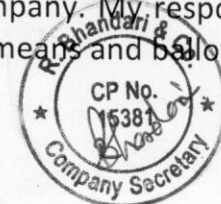
To,  
The Chairman  
**MT EDUCARE LIMITED**  
220, 2nd Floor, "Flying Colors",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai – 400 080

Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting and voting through ballot papers at the 13<sup>th</sup> Annual General Meeting (AGM) of the members of MT Educare Limited (the Company) held on Thursday, 26<sup>th</sup> September, 2019.**

I, CS Raghunath Bhandari, Proprietor of M/s. R. Bhandari & Co., Practising Company Secretary (COP No. 15381), having office at Office No. 9, 1<sup>st</sup> Floor, Behind 'B' Wing, Pushp Vinod No. 1, S. V. Road, Borivali (West), Mumbai – 400 092 have been appointed as a Scrutinizer by the Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2019 to conduct and scrutinise the voting (electronic and physical) and Poll processes under the provisions of Section 108 and 109 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time respectively and under the regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 03 as set out in the Notice of the 13<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday, 26<sup>th</sup> September, 2019 at 'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

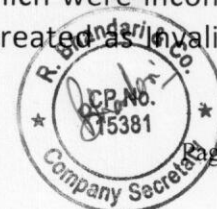
1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI LODR relating to voting on the resolutions as stated in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process through electronic means and ballot paper





conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL"), the agency engaged by the Company to provide remote e-voting facility and ballot paper voting conducted at the AGM.

2. As per the confirmation received from the Company, the Notice dated 14<sup>th</sup> August, 2019, of the 13<sup>th</sup> AGM along with explanatory statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 was dispatched as on 31<sup>st</sup> August, 2019, through permitted modes to all the shareholders on the basis of Register of Members made available by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
3. As prescribed in the Clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about providing E-voting facility in Newspaper named "The Free Press Journal" (English Newspaper) on Wednesday, September 4, 2019 and "Navshakti" (Marathi Newspaper) on Thursday, September 5, 2019. The notice published in the newspapers carried the required information as prescribed in Sub Rule 4(v) (a) to (h) of the said Rule 20.
4. In terms of the aforesaid Notice, the voting through electronic means was kept open for 3 (Three) days from Monday, 23<sup>rd</sup> September, 2019 (09:00 a.m. IST) till Wednesday, 25<sup>th</sup> September, 2019 (05:00 p.m. IST) as prescribed in the Clause (vi) of the sub-rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. The shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, 19<sup>th</sup> September, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.
6. On 26<sup>th</sup> September, 2019, after the closure of voting at the AGM, the Ballot papers voting were counted, thereafter the votes cast through remote e-voting facility were unblocked in the presence of Ms. Vishwa Patel and Mr. Rohit Sojitra who are not in employment of the Company as prescribed in Sub-Rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



I hereby submit my consolidated report on results of the remote e-voting and Ballot papers voting at the AGM in respect of said resolutions as under:

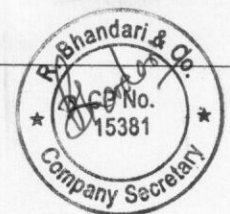
**A. ORDINARY BUSINESS**

**Resolution No. 1:- Ordinary Resolution**

Particulars	To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance Sheet as on March 31, 2019, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.							
Category	Mode of Voting	No. of shares held (1)	No. of valid 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	59736573	17035400	28.52	17035400	0	100.00	0
	Poll		42701173	71.48	42701173	0	100.00	0
	Total (A)		59736573	100.00	59736573	0	100.00	0
Public Institutions	E-Voting	71292	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)		0	0	0	0	0	0
Public Non Institutions	E-Voting	12420189	405577	3.26	405575	2	100.00	0 <sup>#</sup>
	Poll		2229632	17.95	2229632	0	100.00	0
	Total (C)		2635209	21.21	2635207	2	100.00	0 <sup>#</sup>
Total (A+B+C)		72228054	62371782	86.35	62371780	2	100.00	0

Result: To be considered as passed with requisite majority.

<sup>#</sup> The percentage of votes is negligible.



## Resolution No. 2:- Ordinary Resolution

Particulars		To appoint a Director in place of Mr. Himanshu Mody (DIN: 00686830), Non - Executive Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.						
Category	Mode of Voting	No. of shares held (1)	No. of valid 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	59736573	17035400	28.52	17035400	0	100.00	0
	Poll		42701173	71.48	42701173	0	100.00	0
	<b>Total (A)</b>		<b>59736573</b>	<b>100.00</b>	<b>59736573</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public Institutions	E-Voting	71292	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total (B)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	12420189	405577	3.27	389205	16372	95.96	04.04
	Poll		2229632	17.95	2229632	0	100.00	0
	<b>Total (C)</b>		<b>2635209</b>	<b>21.22</b>	<b>2618837</b>	<b>16372</b>	<b>99.38</b>	<b>0.62</b>
<b>Total (A+B+C)</b>		<b>72228054</b>	<b>62371782</b>	<b>86.35</b>	<b>62355410</b>	<b>16372</b>	<b>99.97</b>	<b>0.30</b>
<b>Result: To be considered as passed with requisite majority.</b>								





**B. SPECIAL BUSINESS****Resolution No. 3:- Ordinary Resolution**

Particulars		To ratify and confirm remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants (FRN: 00240) for the financial year ending March 31, 2020.						
Category	Mode of Voting	No. of shares held (1)	No. of valid 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	59736573	17035400	28.52	17035400	0	100.00	0
	Poll		42701173	71.48	42701173	0	100.00	0
	<b>Total (A)</b>		<b>59736573</b>	<b>100.00</b>	<b>59736573</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public Institutions	E-Voting	71292	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total (B)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	12420189	405577	3.27	389205	16372	95.96	4.04
	Poll		2229632	17.95	2229632	0	100.00	0
	<b>Total (C)</b>		<b>2635209</b>	<b>21.22</b>	<b>2618837</b>	<b>16372</b>	<b>99.38</b>	<b>0.62</b>
<b>Total (A+B+C)</b>		<b>72228054</b>	<b>62371782</b>	<b>86.35</b>	<b>62355410</b>	<b>16372</b>	<b>99.97</b>	<b>0.03</b>

Result: To be considered as passed with requisite majority.



I further report that:

- a. We have received all the documents as mentioned in Section 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Registers, all other papers and relevant records relating to E-Voting and voting through Ballot papers at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking you.

Yours faithfully,  
For **R. Bhandari & Co.**  
Company Secretaries



**CS Raghunath Bhandari**  
Proprietor  
COP No: 15381

Place: Mumbai  
Date: 26<sup>th</sup> September, 2019

Countersigned and received the report:  
For **MT EDUCARE LTD**



*M. G. Chavan*

**Chairman/Authorized Signatory**

Place: Mumbai  
Date: