

Ref: MTEL/AP/2015/101

March 28, 2015

<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>Script Code : 534312</b>	<b>Script Code: MTEDUCARE</b>

**Sub: Result of Postal Ballot under Clause 35A of the Listing Agreement.**

Dear Sir/ Madam,

This is further to our letter bearing ref. no. MTEL/AP/2015/07 dated 27/02/2015 forwarding therewith the Notice of the Postal Ballot, together with Explanatory Statement and Postal Ballot Form.

In this regard, we wish to state that Mr. Nilesh Shah, Practicing Company Secretary, who was appointed as a Scrutinizer for the aforesaid Postal Ballot Process has submitted his report dated March 28, 2015. In accordance with the said report, the shareholders have approved the Special Resolution as embodied in the Postal Ballot Notice dated February 4, 2015 authorizing the Board to (a) invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or (b) make loans to any of its subsidiary / associate companies and/or (c) give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies up to an aggregate amount not exceeding Rs.125 Crore, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013 with an over majority of 88.57% as declared hereunder:

Votes in favour of the Resolution	2,23,12,757
Votes against the Resolution	28,80,682


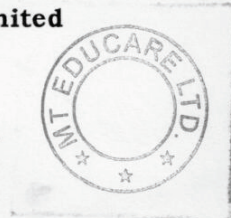
The result of the Postal Ballot was accordingly announced today. Please find enclosed herewith:

- Detailed result of postal Ballot in the format as prescribed under Clause 35A of the Listing Agreement;
- Certified True Copy of the Special Resolution as approved by the Shareholders and
- Report of the Scrutinizer in respect to Postal Ballot Process.

You are requested to kindly take the above documents on your records.

Thanking you

Yours faithfully,

**For MT Educare Limited**  
**Ashwin M. Patel**  
**Company Secretary**

Encl: as above



**Postal Ballot Results  
(As per Clause 35A of the Listing Agreement)**

Details of Agenda: Authorizing the Board to (a) invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or (b) make loans to any of its subsidiary / associate companies and/or (c) give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies up to an aggregate amount not exceeding Rs.125 Crore, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

Resolution Required: Special Resolution

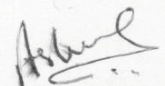
Mode of Voting: Postal Ballot Form & Electronic Voting

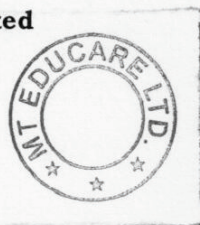
Promoter / Public	No. of shares held *	No. of Votes Polled \$	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes Against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	17036803	17036803	100.00	17036803	0	100.00	0
Public - Institutional Holders	9819017	2840149	28.92	0	2840149	0	100.00
Public - Others	12938320	5316487	41.09	5275954	40533	99.24	0.76
Total	39794140	25193439	63.31	22312757	2880682	88.57	11.43

\*voting rights are in the proportion to shares held as on 13<sup>th</sup> February, 2015

\$ excludes 12 invalid votes consisting of 1728647 shares

**For MT Educare Limited**

  
**Ashwin M. Patel**  
Company Secretary





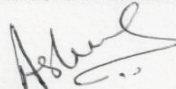
**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY SHAREHOLDERS OF MT EDUCARE LIMITED THROUGH POSTAL BALLOT ON 28<sup>th</sup> MARCH, 2015.**

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the provisions of Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), (a) to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or (b) to make loans to any of its subsidiary/associate companies and/or (c) to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies up to an aggregate amount not exceeding Rs.125 Crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company or its authorized representative be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

**Certified To Be True Extract**

**MT Educare Limited**



**Ashwin M. Patel**  
**Company Secretary**





**EXPLANATORY STATEMENT**

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

**Resolution No. 1**

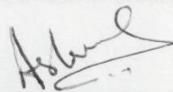
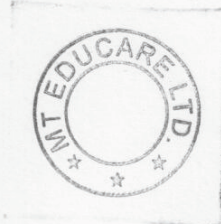
As per provisions of Section 186 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of the Company can directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate beyond the prescribed ceiling of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

Keeping in view the increased activities of the Company and as a measure of achieving greater financial flexibility and to enable the Company to provide guarantees/ securities, as may be required in connection with the financial assistance of Banks/ Financial Institutions and for other corporate purposes, it is considered desirable to empower the Board of Directors or any duly constituted committee thereof for giving any loan to any person or other body corporate or giving guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an amount not exceeding Rs.125 Crores

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/ internal accruals and/or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends above resolution for approval of the Members by means of a Special Resolution through Postal Ballot.

None of the Promoter, Directors, Key Managerial Personnel or their respective relatives is/are interested, whether financially or otherwise, in the Resolution No.1 of the accompanying Notice.

**Certified To Be True Extract****MT Educare Limited****Ashwin M. Patel**  
**Company Secretary**



**NILESH G. SHAH** B. Com. LLB (G), F.C.S.

**Company Secretaries**

Ref \_\_\_\_\_

**Report of Scrutinizer in respect of Postal Ballot Process**

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

To,  
The Chairman  
**Mr. Mahesh Shetty**  
**MT Educare Limited**  
220, 2<sup>nd</sup> Floor, "FLYING COLOURS",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S. Cross Road, Mulund-(West),  
Mumbai - 400080

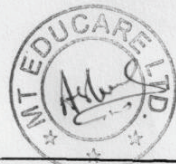
Dear Sir,

**SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted Pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of MT Educare Limited ('the Company') have vide resolution passed on 4<sup>th</sup> February, 2015, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as set out in the notice dated 4<sup>th</sup> February, 2015 for obtaining approval of members of the Company to authorize the Board of Directors or a Committee thereof (a) to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary/ associate companies and/ or (b) make loan to any of its subsidiary/ associate companies and/ or (c) give guarantees in connection with loan(s) given by any person to any of its subsidiary/ associate companies upto an aggregate Rs. 125 Crore, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limit laid down by the Companies Act, 2013

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, Nilesh Shah, was appointed as a Scrutinizer by MT Educare Limited for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.



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Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.  
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

28/03/2015



# NILESH G. SHAH

B. Com. U.B (G), F.C.S.

## Company Secretaries

Ref \_\_\_\_\_

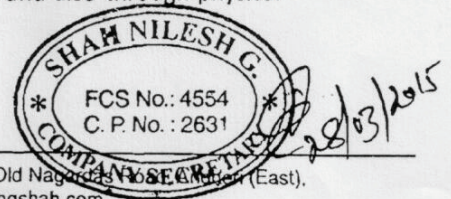
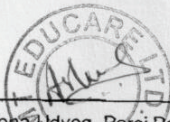
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 4<sup>th</sup> February, 2015 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to all the members of the Company.

The members of the Company holding shares as on 13<sup>th</sup> February, 2015 were entitled to vote on the resolution proposed as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting of vote to the members of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to the close of the working hours on Thursday, 26<sup>th</sup> March, 2015, 6.00 p.m., being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from 24<sup>th</sup> February, 2015 (09.00 a.m.) to 26<sup>th</sup> March, 2015 (6.00 p.m.).
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of CDSL.
8. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.



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9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.

10. A summary of the Postal Ballot Forms is as under:

(a) Resolution No. 1

Approval by way of Special Resolution to authorize the Board of Directors or a Committee thereof (a) to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary/ associate companies and/ or (b) make loan to any of its subsidiary/ associate companies and/ or (c) give guarantees in connection with loan(s) given by any person to any of its subsidiary/ associate companies upto an aggregate Rs. 125 Crore, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limit laid down by the Companies Act, 2013.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	103	1509403	99.99
Voting Through Electronic Means (E-Voting)	59	20803354	87.84
Total	162	22312757	88.57

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	02	62	0.01
Voting Through Electronic Means (E-Voting)	26	2880620	12.16
Total	28	2880682	11.43



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(iii) Invalid Votes:

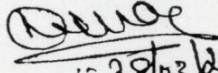
Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	12	1728647
Voting Through Electronic Means	0	0
<b>Total</b>	<b>12</b>	<b>1728647</b>

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary authorized by the Board for safe keeping.

**Recommendation:** The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours Faithfully,

  
28/03/2015

Nilesh G. Shah  
Company Secretary in Practice  
(Scrutinizer)  
Place: Mumbai  
Date: 28/03/2015

