

ANNEXURE

In terms of Clause 35A of the Listing Agreement, the details of the business transacted by the Company through e-voting & poll is given below:

Sr. No	Particulars	Description
1	Date of the 9 th Annual General Meeting	7 th August, 2015 at 11.30 am
2	Venue of the 9 th Annual General Meeting	Jainam Banquet Hall, Jainam Arcade; BTM Compound; 100 LBS Marg, Bhandup (West), Mumbai 400080
3	Total number of shareholders on record date	31 st July, 2015 was the cut-off date for reckoning the voting rights of the Shareholders Total number of shareholders : 13001
4	Number of shareholders present in the meeting either in person or through Proxy	84
	Number of shareholders	Present in person
		Present through Proxy / corporate representation
		Total
	Promoter & Promoter Group	02
	Public	63
	Total	65
5	Number of shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was provided



Proceedings of the 9th Annual General Meeting

Item No.	Particulars	Resolution (Ordinary / Special)	Result
1	Adaption of Financial Statement and Reports thereon for the year ended 31st March, 2015.	Ordinary	Passed with requisite majority
2	Confirm Interim Dividend paid on Equity shares.	Ordinary	Passed with requisite majority
3	Declare Final Dividend on Equity shares	Ordinary	Passed with requisite majority
4	Re-appointment of Mr. Naarayanan Iyer who retire by rotation	Ordinary	Passed with requisite majority
5	Appointment of M/s Shaparia Mehta & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration	Ordinary	Passed with requisite majority
6	Approval of Cost Auditors Remuneration	Ordinary	Passed with requisite majority
7	Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013	Special	Passed with requisite majority
8	Revision in salary payable to Mr. Mahesh R. Shetty	Special	Passed with requisite majority

For MT Educare Limited

Ashwin M. Patel
Company Secretary


Resolution No:1 Adaption of Financial Statement and Reports thereon for the year ended 31st March, 2015							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2684845	31.3892	2684845	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3848661	55	99.9986	0.0014
Total(A)	39820784	23570364	59.1911	23570309	55	99.9998	0.0002
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25597399	64.2815	25597344	55	99.9998	0.0002

Resolution No:2 Confirm Interim Dividend paid on Equity shares							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2851808	33.3413	2851808	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3848661	55	99.9986	0.0014
Total(A)	39820784	23737327	59.6104	23737272	55	99.9998	0.0002
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25764362	64.7008	25764307	55	99.9998	0.0002



Resolution No:3 Declare Final Dividend on Equity shares

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2851808	33.3413	2851808	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3848661	55	99.9986	0.0014
Total(A)	39820784	23737327	59.6104	23737272	55	99.9998	0.0002
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25764362	64.7008	25764307	55	99.9998	0.0002

Resolution No:4 Re-appointment of Mr. Naarayanan Iyer who retire by rotation

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2851808	33.3413	2851808	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3757797	90919	97.6377	2.3623
Total(A)	39820784	23737327	59.6104	23646408	90919	99.6170	0.3830
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25764362	64.7008	25673443	90919	99.6471	0.3529



Resolution No:5 Appointment of M/s Shaparia Mehta & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2851808	33.3413	2851808	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3771602	77114	97.9964	2.0036
Total(A)	39820784	23737327	59.6104	23660213	77114	99.6751	0.3249
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25764362	64.7008	25687248	77114	99.7007	0.2993

Resolution No:6 Approval of Cost Auditors Remuneration							
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2851808	33.3413	2851808	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3820630	28086	99.2703	0.7297
Total(A)	39820784	23737327	59.6104	23709241	28086	99.8817	0.1183
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25764362	64.7008	25736276	28086	99.8910	0.1090



Resolution No:7 Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2851808	33.3413	2851808	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3104128	744588	80.6536	19.3464
Total(A)	39820784	23737327	59.6104	22992739	744588	96.8632	3.1368
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25764362	64.7008	25019774	744588	97.1100	2.8900

Resolution No:8 Revision in salary payable to Mr. Mahesh R. Shetty

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
Public Institutional Holders	8553391	2684845	31.3892	2684845	0	100.0000	0.0000
Public-Others	14230590	3848716	27.0454	3755960	92756	97.5899	2.4101
Total(A)	39820784	23570364	59.1911	23477608	92756	99.6065	0.3935
Mode of Voting: (Poll)							
Promoter and Promoter Group	17036803	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	8553391	0	0.0000	0	0	0.0000	0.0000
Public-Others	14230590	2027035	14.2442	2027035	0	100.0000	0.0000
Total(B)	39820784	2027035	5.0904	2027035	0	100.0000	0.0000
Result (A+B)	39820784	25597399	64.2815	25504643	92756	99.6376	0.3624



NILESH G. SHAH

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

Company Secretaries

Ref. _____

FORM NO. MGT-13
Report of Scrutinizer

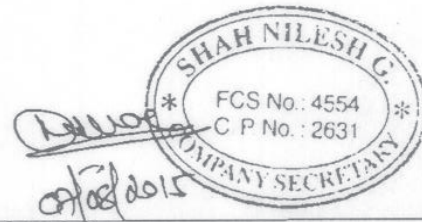
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
of 9th Annual General Meeting
of MT Educare Limited
Held on Friday the 7th August, 2015
At Jainam Banquet Hall, Jainam Arcade,
BTM Compound, 100 L.B.S Road, Bhandup (West),
Mumbai 400078

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of poll taken at Annual General Meeting (including remote e-voting) on the resolutions as per the Annexure attached, at the 9th Annual General Meeting of the Equity Shareholders of MT Educare Limited held on 7th August, 2015 at 11.30 a.m. at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 L. B. S. Road, Bhandup (West), Mumbai- 400 078. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Dhaval Patel and Ms. Aarti Parmar, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll (including voting through remote e-voting) is as per annexure attached herewith.



211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
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

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

Company Secretaries

Ref _____

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

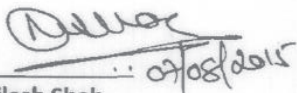
Note: Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at AGM) casted by the shareholders.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,



Nilesh Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631



Place: Mumbai

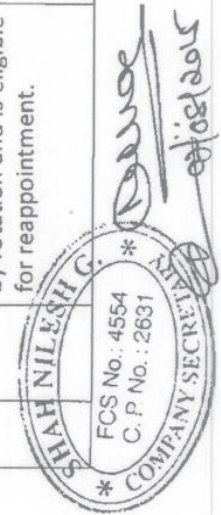
Date: 07/08/2015



Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and physical ballot at AGM):

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain		
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes			
1	1	Adoption of Financial Statements and Reports thereon (including Consolidated Financial Statements) for the year ended 31st March, 2015.	Ordinary	Remote E-Voting	42	23570309	99.99	02	55	0.01	01	166963	
				Poll at AGM	53	2027035	100	0	0	0	04	477	
				Total	95	25597344	99.99	02	55	0.01	05	167440	
2	2	Confirmation of Interim Dividend paid on Equity Shares during the year 2014-15	Ordinary	Remote E-Voting	43	23737272	99.99	02	55	0.01	0	0	
				Poll at AGM	53	2027035	100	0	0	0	04	477	
				Total	96	25764307	99.99	02	55	0.01	04	477	
3	3	Declaration of final dividend on Equity Shares for the year ended 31 st March, 2015	Ordinary	Remote E-Voting	43	23737272	99.99	02	55	0.01	0	0	
				Poll at AGM	53	2027035	100	0	0	0	04	477	
				Total	96	25764307	99.99	02	55	0.01	04	477	
4	4	Re-appointment of Mr. Narayan Iyer who retire by rotation and is eligible for reappointment.	Ordinary	Remote E-Voting	35	23646408	99.62	10	90919	0.38	0	0	
				Poll at AGM	53	2027035	100	0	0	0	04	477	
				Total	88	25673443	99.65	10	90919	0.35	04	477	



 SHASHI NILESH C.

 FCS No.: 4554

 C. P. No.: 2631

 * COMPANY SECRETARY *

 Date: 07/08/2015



Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Resolution	Type of Voting	Valid Votes				Voted Against (Dissent)			Invalid Votes/Abstain	
						Voting in Favour (Assent)		% of valid votes	No. of Members Voting	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
						No. of Members Voting	No. of Votes Casted							
5	5	Appointment of M/s. Shaparia Mehta & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and Fix their remuneration.	Ordinary	E-Voting	39	23660213	99.68	06	77114	0	0	0	477	
					53	2027035	100	0	0	0	477			
					92	25687248	99.70	06	77114	04	477			
6	6	Approval of Cost Auditors Remuneration	Ordinary	E-Voting	39	23709241	99.88	06	28086	0	0	0	477	
					53	2027035	100	0	0	0	477			
					92	25736276	99.89	06	28086	04	477			
7	7	Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.	Special	E-Voting	37	22992739	96.86	08	744588	0	0	0	477	
					53	2027035	100	0	0	0	477			
					90	25019774	97.11	08	744588	04	477			
8	8	Revision in Salary Payable to Mr. Mahesh R. Shetty as Managing Director	Special	E-Voting	31	23477608	99.61	13	92756	01	166963	477		
					53	2027035	100	0	0	0	477			
					84	25504643	99.64	13	92756	05	167440			

SHAH NILESH C. *
 FCS No : 4554
 C.P.No. : 2631
 COMPANY SECRETARY

Pravara
01/08/2018

