

Ref: MTEL/AP/2016/665

10<sup>th</sup> August, 2016

<b>The BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 <b>Scrip Code : 534312</b>	<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: MTEDUCARE</b>
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**Sub: Extra Ordinary General Meeting held on 10<sup>th</sup> August, 2016 -  
Intimation of Proceedings and result of e-voting & poll.**

Dear Sir/ Madam,

We wish to inform you that the Extra Ordinary General Meeting (EGM) of the Company was duly held on 10<sup>th</sup> August, 2016 at Jainam Banquet Hall, Jainam Arcade, BTM Compound, 100 LBS Road, Bhandup (West), Mumbai 400 078 and concluded.

The meeting was well attended and had the requisite quorum.

The Chairman had ordered a Poll on the Resolution from Notice of the EGM dated 30<sup>th</sup> June, 2016. The resolution was passed (including votes cast through remote e-voting) with requisite majority.

Please find enclosed herewith (i) detailed result of e-voting & poll of the Extra Ordinary General Meeting held on 10<sup>th</sup> August, 2016 in the format as prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Consolidated Report of the Scrutinizer in respect to e-voting & poll.

The Scrutinizer's Report will be placed on the Company's website [www.mteducare.com](http://www.mteducare.com) under the Investors section.

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

Thanking you

Yours faithfully,

**For MT Educare Limited**  
**Dinesh Darji**  
**Company Secretary**

Encl: as above

**ANNEXURE**

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the business transacted by the Company through e-voting & poll is given below:

Extra Ordinary General Meeting of MT Educare Limited								
Date of EGM : 10th August, 2016								
Total Number of shareholders as on 03.08.2016 : 13748								
No. of shareholders present in the meeting either in person or proxy : 80								
Promoters and Promoter Group : 1								
Public : 77								
No. of shareholders attended the meeting through video conferencing : 0								
Promoters and Promoter Group : 0								
Public : 0								
MT Educare Limited								
Resolution Required : (Ordinary)			1 - Appointment of Statutory Auditor to fill casual vacancy					
Whether promoter/ promoter group are interested in the			No					
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]}	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}
Promoter and Promoter Group	E-Voting	17036803	17036803	100.0000	17036803	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17036803</b>	<b>100.0000</b>	<b>17036803</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	8290019	3230473	38.9682	3230473	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3230473</b>	<b>38.9682</b>	<b>3230473</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	14493962	1389675	9.5880	1389669	6	99.9996	0.0004
	Poll		1972460	13.6088	1913560	58900	97.0139	2.9861
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3362135</b>	<b>23.1968</b>	<b>3303229</b>	<b>58906</b>	<b>98.2480</b>	<b>1.7520</b>
<b>Total</b>		<b>39820784</b>	<b>23629411</b>	<b>59.3394</b>	<b>23570505</b>	<b>58906</b>	<b>99.7507</b>	<b>0.2493</b>



## SCRUTINIZER'S REPORT

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

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

Respected Sir,

**Sub: Consolidated Scrutinizer's Report of Resolution passed through Remote E-Voting Process and by poll at Extra-ordinary General Meeting ('EGM') of members of MT Educare Limited ('the Company') held on Wednesday, 10<sup>th</sup> August, 2016**

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015;
  - b) Conducting Poll through polling papers under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

for passing of the Resolution as mentioned in the Notice of EGM of the Company dated 30<sup>th</sup> June, 2016.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to remote e-voting and polling papers on the resolutions contained in the Notice of EGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the EGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the said notice, based on the reports



generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the EGM.

3. The Company has completed dispatch of Notice dated 30<sup>th</sup> June, 2016 along with Statement setting out material facts under Section 102 of the Act through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agents / Depositories and physical copies on Saturday, 16<sup>th</sup> July, 2016. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agents 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) as on Friday, 8<sup>th</sup> July, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "The Free Press Journal" and Marathi newspaper "Navshakti" on Sunday, 17<sup>th</sup> July, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Sunday, 7<sup>th</sup> August, 2016 (9.00 a.m.) till Tuesday, 9<sup>th</sup> August, 2016 (5.00 p.m.).
6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 3<sup>rd</sup> August, 2016.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the EGM, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Bhavya Gala who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



9. Summary of the remote e-voting and poll at the EGM is as follows:

Resolution No.1

Particulars	Ordinary Resolution for appointment of Statutory Auditor to fill casual vacancy.					
	Counts		Votes		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Poll Paper	62	56	19,72,615	19,72,460	19,13,560	58,900
E-voting	29	29	2,16,56,951	2,16,56,951	2,16,56,945	6
<b>Total</b>	<b>91</b>	<b>85</b>	<b>2,36,29,566</b>	<b>2,36,29,411</b>	<b>2,35,70,505</b> (99.75%)	<b>58,906</b> (0.25%)

**Result: May be considered to be passed with requisite majority**

All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the Extra-ordinary General Meeting and the same will be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you

For Manish Ghia & Associates  
Company Secretaries



*(Handwritten signature)*

CS Manish L. Ghia  
Partner

M. No. FCS 6252 C. P. No. 3531

Place: Mumbai

Date: 10<sup>th</sup> August, 2016

Countersigned by:

*(Handwritten signature)*



Mr. Mahesh Shetty  
Chairman & Managing Director,  
MT Educare Limited

Place: Mumbai

Date:

**Proceedings of the Extra Ordinary General Meeting**

<b>Item No.</b>	<b>Particulars</b>	<b>Resolution (Ordinary / Special)</b>	<b>Result</b>
1	Appointment of Statutory Auditor to fill casual vacancy	Ordinary	Passed with requisite majority

**For MT Educare Limited****Dinesh Darji  
Company Secretary**