

Ref: MTEL/DD/2017/025

24<sup>th</sup> March, 2017

Manager (CRD) <b>BSE Limited</b> PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001	Manager – Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai-400051
<b>Scrip Code: 534312</b>	<b>Scrip Code: MTEDUCARE</b>

Dear Sir,

**Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 --- Details of the Voting results of the Postal Ballot process and Remote E-Voting**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted through Postal Ballot process (including Remote E-voting) in the prescribed format.

We are also enclosing herewith the Scrutinizer's Report for the resolutions passed through Postal Ballot and Remote e-voting process. The above are also being uploaded on the Company's website.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For **MT Educare Limited**



**Mahesh Shetty**  
**Chairman & Managing Director**  
**DIN: 01526975**



Encl.: As above

**MT EDUCARE LIMITED**

Date of declaration of Result of Postal Ballot and e-voting: 23-03-2017

Total number of shareholders on record date (10/02/2017): 15365

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group:

Public:

No. of shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)			Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for transfer of 'Robomate' Business' Undertaking to its wholly owned subsidiary namely, 'Robomate EduTech Private Limited'					
Whether promoter/promoter group are interested in agenda / resolution?			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
Promoter and Promoter Group	E-Voting	17,036,803	0	0.00	0	0	0.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		17,036,803	100.00	17,036,803	0	100.00	0.00
	<b>Total</b>		<b>17,036,803</b>	<b>17,036,803</b>	<b>100.00</b>	<b>17,036,803</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	7,985,176	3,083,249	38.61	3,083,249	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7,985,176</b>	<b>3,083,249</b>	<b>38.61</b>	<b>3,083,249</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	14,798,805	67,616	0.46	4,904	62,712	7.25	92.75
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		3,651,223	24.67	3,651,153	70	99.998	0.002
	<b>Total</b>		<b>14,798,805</b>	<b>3,718,839</b>	<b>25.13</b>	<b>3,656,057</b>	<b>62,782</b>	<b>98.31</b>
<b>Total</b>		<b>39,820,784</b>	<b>23,838,891</b>	<b>59.87</b>	<b>23,776,109</b>	<b>62,782</b>	<b>99.74</b>	<b>0.26</b>

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Promoters and Promoter Group:

Public:

No. of shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)			Special Resolution for Rectification of typographical error in respect of the Exercise period in the Resolution nos.1 & 2 passed in the EGM of the members of the company held on 17th February, 2016.					
Whether promoter/promoter group are interested in agenda / resolution?			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
Promoter and Promoter Group	E-Voting	17,036,803	0	0.00	0	0	0.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		17,036,803	100.00	17,036,803	0	100.00	0.00
	<b>Total</b>		<b>17,036,803</b>	<b>17,036,803</b>	<b>100.00</b>	<b>17,036,803</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	7,985,176	3,083,249	38.61	3,083,249	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7,985,176</b>	<b>3,083,249</b>	<b>38.61</b>	<b>3,083,249</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	14,798,805	67,616	0.46	67,033	583	99.14	0.86
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		3,651,165	24.67	3,651,063	102	99.997	0.003
	<b>Total</b>		<b>14,798,805</b>	<b>3,718,781</b>	<b>25.13</b>	<b>3,718,096</b>	<b>685</b>	<b>99.98</b>
<b>Total</b>		<b>39,820,784</b>	<b>23,838,833</b>	<b>59.87</b>	<b>23,838,148</b>	<b>685</b>	<b>99.997</b>	<b>0.003</b>



## SCRUTINIZER'S REPORT

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

To  
**Mr. Mahesh R. Shetty**  
**Chairman**  
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: Scrutinizer's Report for passing of resolution through Postal Ballot Process and Remote E - Voting**

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 at its meeting held on 14<sup>th</sup> February, 2017 for conducting the voting by Postal Ballot/ E-voting process for seeking approval of members for following matters:

- a. Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for transfer of 'Robomate' Business Undertaking to its wholly owned subsidiary namely, 'Robomate EduTech Private Limited'.
  - b. Special Resolution for Rectification of typographical error in respect of the Exercise period in the Resolution nos. 1 & 2 passed in the Extra-ordinary General Meeting of the members of the Company held on 17<sup>th</sup> February, 2016.
1. The Postal Ballot and E-voting process has been completed and now I submit my report as under:
    - 1.1 The Company completed the dispatch of Postal Ballot Notice dated 14<sup>th</sup> February, 2017 along with Postal Ballot Form and self-addressed business reply envelope to its members through e-mail whose email id is registered with the Registrar & Share transfer Agent/ Depositories and dispatched through speed post on 20<sup>th</sup> February, 2017, whose names appeared in the Register of Members/List of Beneficiaries as on the cut-off date (Record date) being Friday, 10<sup>th</sup> February, 2017.



- 1.2 As per provisions of applicable rules of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing e-voting facility in English Newspaper "Free Press Journal" and Marathi Newspaper "Navshakti" on Tuesday, 21<sup>st</sup> February, 2017.
- 1.3 Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto 5.00 p.m. on Wednesday, 22<sup>nd</sup> March, 2017, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on 22<sup>nd</sup> March, 2016 after 05.00 p.m. in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, 10<sup>th</sup> February, 2017.
- 1.6 The e-voting period commenced on Tuesday, 21<sup>st</sup> February, 2017 (09.00 a.m.) and ended on Wednesday, 22<sup>nd</sup> March, 2017 (05.00 p.m.) through Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by CDSL on Wednesday, 22<sup>nd</sup> March, 2017 (05.00 p.m.).
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has received 1 (one) envelope containing Postal Ballot form after 22<sup>nd</sup> March, 2017 (5.00 p.m.).
- 1.10 2 (Two) Envelopes were returned undelivered containing Postal Ballot forms for Notice dated 14<sup>th</sup> February, 2017.
2. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:



Resolution No.1

Particulars		Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for transfer of 'Robomate' Business Undertaking to its wholly owned subsidiary namely, 'Robomate EduTech Private Limited'.						
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Ballot forms	17036803	17036803	100.00	17036803	0	100.00	0.00
	<b>Total (A)</b>	<b>17036803</b>	<b>17036803</b>	<b>100.00</b>	<b>17036803</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting		3083249	38.61	3083249	0	100.00	0.00
	Ballot forms	7985176	0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>7985176</b>	<b>3083249</b>	<b>38.61</b>	<b>3083249</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	14798805	67616	0.46	4904	62712	7.25	92.75
	Ballot forms		3651223	24.67	3651153	70	99.998	0.002
	<b>Total (C)</b>	<b>14798805</b>	<b>3718839</b>	<b>25.13</b>	<b>3656057</b>	<b>62782</b>	<b>98.31</b>	<b>1.69</b>
<b>Total (A+B+C)</b>		<b>39820784</b>	<b>23838891</b>	<b>59.87</b>	<b>23776109</b>	<b>62782</b>	<b>99.74</b>	<b>0.26</b>
<b>Result: May be considered as passed with requisite majority</b>								



Resolution No.2

Particulars								
Special Resolution for Rectification of typographical error in respect of the Exercise period in the Resolution nos. 1 & 2 passed in the EGM of the members of the Company held on 17 <sup>th</sup> February, 2016.								
Category	Mode of Voting	No. of shares held	No. of valid 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
Promoter and Promoter Group	E-Voting	17036803	0	0.00	0	0	0.00	0.00
	Ballot forms		17036803	100.00	17036803	0	100.00	0.00
	Total (A)		17036803	17036803	100.00	17036803	0	100.00
Public-Institutions	E-Voting	7985176	3083249	38.61	3083249	0	100.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (B)		3083249	38.61	3083249	0	100.00	0.00
Public-Non Institutions	E-Voting	14798805	67616	0.46	67033	583	99.14	0.86
	Ballot forms		3651165	24.67	3651063	102	99.997	0.003
	Total (C)		3718781	25.13	3718096	685	99.98	0.02
Total (A+B+C)		39820784	23838833	59.87	23838148	685	99.997	0.003
Result: May be considered as passed with requisite majority								



# Manish Ghia & Associates

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You.

Place: Mumbai  
Date: 23<sup>rd</sup> March, 2017

For Manish Ghia & Associates  
Company Secretaries



*Manish Ghia*

CS Manish L. Ghia  
Partner  
M. No. FCS 6252 C. P. No. 3531

Countersigned by

*Chellu*



Chairman/ Authorised Person  
MT Educare Limited

Place: Mumbai  
Date: 24<sup>th</sup> March, 2017