

Ref: MTEL/DD/2017/059

6th September, 2017

The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code : 534312	Scrip Code: MTEUCARE

Dear Sir,

Sub.: Proceedings of the 11th Annual General Meeting held on Wednesday, 6th September, 2017.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 11th Annual General Meeting (AGM) of the Company held on Wednesday, 6th September, 2017 at 10.30 a.m. at Anthurium Banquet, 5th Floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai - 400080.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For **MT Educare Limited****Mr. Mahesh Shetty**
Chairman & Managing Director
DIN: 01526975

Encl.: As stated above.

PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON WEDNESDAY, 6TH SEPTEMBER, 2017

The 11th Annual General Meeting (AGM) of the Members of the Company was convened and duly held on Wednesday, 6th September, 2017 at Anthurium Banquet, 5th Floor, Hotel Shilpa Residency, L.B.S. Marg, Mulund (W), Mumbai - 400080 as per Notice dated 11th May, 2017 issued by the Company in this regard.

The meeting commenced at 10.45 A.M.

Mr. Mahesh Shetty, Chairman of the Company, chaired the meeting.

As the requisite quorum was present, Chairman called the meeting to order. The Chairman introduced the Board Members present on the dais. He informed the members present that:

- The Company had received 34 proxies u/s 105 of the Companies Act, 2013.
- The Notice convening the AGM and the Annual Report containing the Audited Financial Statements for the Financial Year ended on 31st March, 2017, together with the Report of the Board of Directors and Auditors thereon were duly dispatched to the shareholders by e-mail and courier.
- The relevant Registers under the applicable provisions of the Companies Act, 2013 and the rules made thereunder were laid on the table and were open for inspection during the AGM.

The Chairman delivered his Speech to the members present at the meeting and briefed them about Company's progress during the financial year 2016-17. With the permission of the shareholders present, he took the notice of the AGM as read.

The Chairman then requested Mr. Dinesh Darji, Company Secretary & Compliance Officer of the Company to read the qualifications in the Reports of the Statutory Auditors and the Secretarial Auditors.

Mr. Dinesh Darji confirmed that there were no qualifications in the Report of the Statutory Auditors and read the qualifications of the Secretarial Audit Report and the comments of the Board of Directors on the same.

The Chairman further informed that:

- As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended



from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members were provided with the facility to exercise voting by electronic means through e-voting platform of Central Depository Services Limited (CDSL) on all the resolutions as set out in the Notice of 11th AGM.

- The e-voting period commenced on Sunday, 3rd September, 2017 at 09.00 a.m. and ended on Tuesday, 5th September, 2017 at 5.00 p.m.
- The Company had also provided facility for voting through polling/ballot papers to facilitate voting by those members who were present at the AGM, either personally or by proxy and who had not cast their vote earlier through remote e-voting on all the resolutions as set out in the Notice of AGM.
- The Board of Directors had appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the scrutinizer to scrutinize the remote e-voting process and for conducting the Poll by way of Polling/Ballot papers in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated 11th May, 2017, were then put to vote through Polling/Ballot Paper (to be voted by only those shareholders who have not casted their vote earlier through e-voting):

Item No.	Description of Resolutions	Type of Resolution
1	Adoption of Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31 st March, 2017 together with the Reports of the Board of Directors and Auditors thereon	Ordinary
2	Appointment of Mr. Naarayanan Iyer (DIN: 00295246), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	Ratification of appointment of M/s. MZSK & Associates, Chartered Accountants, as Auditors to hold office till conclusion of next AGM.	Ordinary
4	Approval of remuneration payable to the Cost Auditor.	Ordinary
5	Re-appointment of Mr. Mahesh Shetty as Managing Director of the Company and determination of remuneration.	Special
6	Approval for conversion of loan into equity share capital of the Company.	Special



7	Increase in borrowing limits of the Company.	Special
8	Authority to the Board of Directors to create offer, issue and allot further securities of the Company.	Special

Clarifications were provided to the queries raised by the members.

The Scrutinizer locked and sealed the empty Poll box in presence of the members. The members/proxy shareholders after casting their votes deposited duly filled up Polling/Ballot papers in the Poll Box. The Poll box with the Poll Sheets was handed over to the Scrutinizer.

The Chairman further informed the members present that the consolidated results of the voting will be declared within 48 hours of the conclusion of the AGM and will be available on the Company's website www.mteducare.com and the website of CDSL viz. www.evotingindia.com and communicated to the Stock Exchanges where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For **MT Educare Limited**



Mahesh Shetty
Chairman & Managing Director
DIN: 01526975

